

TB
EXT. DARK SKY -- DAY

*

A single letter. Just one out of twenty-six. But maybe the most iconic letter on Earth. It's the...

"S"

...On Superman's chest. The symbol of TRUTH. Of JUSTICE. The symbol of everything that's right with the world. But something's wrong...

It's not RED, on a field of GOLD and BLUE. Not the **"S"** we know from our childhoods, our whole lives. It's...

BLACK. Black on black. PULL BACK and BACK to find the man behind the **"S"**... the sentinel and protector... the Man of Steel...

SUPERMAN

...Floating still and weightless, his ALL-BLACK UNIFORM stark against the sky. The sad sound of TOLLING BELLS takes us down to --

EXT. METROPOLIS SKYLINE -- DAY

-- METROPOLIS. DESERTED. No traffic, no people.

WONDER WOMAN (V.O.)

Justice. Truth. Peace.

*

-- SUPERMAN, gliding through the canyons of skyscrapers like he's the last creature on Earth, to --

EXT. METROPOLIS/GREAT CATHEDRAL -- DAY

-- The CATHEDRAL spires reaching. And here, a colossal crowd of thousands and thousands of CITIZENS. All looking sky-ward at SUPERMAN, descending gently...

WONDER WOMAN (V.O.)

The words themselves so simple, the concepts so pure, and yet...

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*

INT. GREAT CATHEDRAL -- DAY

-- THE CATHEDRAL'S VAST INTERIOR. Stained-glass lit. And SUPERMAN walking down the long central aisle past mourners, all heads bowed. Row after row to the front. And there they are...

THE JUSTICE LEAGUE

THE WORLD'S HEROES. All dressed in mourning black...

WONDER WOMAN (V.O.)

...Where is Justice, we ask, when in
the battle for Peace, the mightiest
among us is fallen...? Where, Truth,
when such terrible things befall those
we love...?

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-- We see flashes of iconic symbols. Costumes and
insignia. Profiles, eyes downcast... Faces turned away.
But even in glimpses we know them. Know them all...

**WONDER WOMAN... GREEN LANTERN... AQUAMAN... THE FLASH...
THE MARTIAN MANHUNTER...**

All there. All except for... **BATMAN**.

*

-- A COFFIN. In a somber, amber light. Could it be?

-- WONDER WOMAN. At the lectern. A eulogy...

WONDER WOMAN

...We know that forces of Darkness
will always threaten this planet. And
we know that to fight them will take
all of our powers...

*
*
*
*

-- THE SOUND OF THE BELLS carries us out to --

EXT. GREAT CATHEDRAL -- DAY

-- METROPOLIS'S CENTRAL AVENUE. The **SUPERHEROES** carry
the CASKET on their shoulders. Feeling the weight, the
burden...

WONDER WOMAN (V.O.)

...But we also know -- those of us who
come from different lands, from
different worlds -- we know where
Truth lies. Where Peace can be found.
Where Justice is. We know, because he
taught us...

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*

People, silent, lining the streets as far as the eye can
see, to --

EXT. CEMETARY -- DAY

-- A GRAVESITE. Surrounded by seven solemn, black-clad
HEROES. The casket is lowered into the ground.

WONDER WOMAN (V.O.)

...It is in the human heart.

*

The roll of thunder. A spattering of rain. As these words appear:

TWO DAYS AGO...

THE WORLD IS AT PEACE

And suddenly the sun is shining bright on --

EXT. DOWNTOWN CENTRAL CITY -- DAY

-- Where Detective BARRY ALLEN and his wife, IRIS walk hand in hand towards a RESTAURANT with a brash neon sign: PLANET KRYPTON.

IRIS ALLEN

Don't you ever get tired of this place?

BARRY ALLEN

C'mon, it makes me laugh. And anyway, I'm starving.

IRIS ALLEN

What else is new?

They push through the revolving doors into--

INT. PLANET KRYPTON RESTAURANT, CENTRAL CITY -- DAY.

-- A big, busy nationwide CHAIN RESTAURANT. Upscale family dining with a SUPERHERO THEME. Walls lined with reproductions of Capes, Masks, Weapons. Artifacts.

And the staff all in COSTUME. "Green Lantern" waiters pass "Wonder Woman" waitresses. "Aquaman" busboys clean tables. A "Martian Manhunter" tends bar.

As Barry drags a reluctant Iris, he doesn't notice a BATMAN WAITER weaving through tables, carrying a full tray of drinks. *

An elbow... the tray... Oops... And gravity takes over. All SIX GLASSES overturn, soda goes everywhere. But...

...At impossible speed -- IN REAL TIME -- Barry grabs the tray, catches the glasses and manages to REFILL EACH ONE BEFORE A DROP TOUCHES THE GROUND. He calmly hands the re-filled tray back to waiter.

IRIS ALLEN

Barry...

BARRY ALLEN

I know, I know...

He pulls her to a booth. A WAITER in an ill-fitting Flash costume steps up. Oversize menus in hand.

FLASH WAITER

Hi, I'm The Flash and I'll be your server today.

BARRY ALLEN

Hi there, Flash. I will have... let's see, two KryptoBurger platters, both Superman-sized and a large Wonderslaw. Plus, let's go ahead and add an Aquaman. Just the sandwich. But with extra tartar sauce. And coffee.

The waiter stares. Barry shrugs.

BARRY ALLEN

Fast metabolism...

IRIS ALLEN

I'll have the Chicken Caesar.

BARRY ALLEN

And Flash... Make it quick, will you?

Barry laughs, Iris rolls her eyes. The waiter, too.

FLASH WAITER

Funny. Never heard that one....

And he ambles off to put in their order. Slowly.

IRIS ALLEN

Wally's coming in tonight. Sissy says he's all excited about working in the lab.

But Barry's not listening, his attention is on the FLAT SCREEN TVs over the bar. A news broadcast.

IRIS ALLEN

Barry...

*

He points up at the TV.

BARRY ALLEN

Sorry, honey, it's just... Wonder Woman's addressing the U.N.

ON THE TV MONITOR: WONDER WOMAN, in front of the U.N. General Assembly.

WONDER WOMAN (ON SCREEN)
*Those of us who come here from
different worlds... we know how hard
it is to choose Peace. War,
conflict... they are easy. It is
Peace that is hard....*

Her presence, her otherworldly beauty... Awesome.

AT THE TABLE

*

IRIS ALLEN
What is it with you and her?

BARRY ALLEN
Wonder Woman? Just look at her...
that is one aptly named Superhero, you
know what I mean?
(Off her look)
What?

Over this, WE HEAR...

VOICE (O.S.)
*Brother Eye. Begin Meta-Human status
scan. Subject: The Flash...*

And suddenly, WE PULL BACK and UP. Fast. Supersonic
fast. Right THROUGH THE ROOF of the restaurant. Through
the upper atmosphere and into --

EXT. OUTER SPACE -- DAY

Where a sleek, silicone-black SATELLITE drifts
impassively over the planet. Sinister, aggressive.

This is **BROTHER EYE**. Its GLASS LENS irises OPEN, glows
RED. And far, far below, beneath the Earth's surface...

*

*

INT. THE BAT CAVE -- DAY

Deep, deep underground, under Wayne Manor. The secret
sanctuary of...

*

BATMAN. He's at the console of a massive computer system
with a 10-foot VIDEO MONITOR. He's unshaven, feet up.
Watching. Always watching.

*

*

ON the SCREEN, an INFRARED IMAGE: BARRY and IRIS ALLEN
at Planet Krypton.

*

Next to the VIDEO FEED, a READ-OUT scrolls down the left
side of the screen. Everything you could ever want to
know about THE FLASH --

*

His identity... location... associates.... his powers.
And, at the bottom, a sub-file titled: *WEAKNESSES*.

But before we get a look at it, the MACHINE speaks.

BROTHER EYE
The Flash: Status: Inactive.

BATMAN
Continue: All subject scan.

BROTHER EYE
Affirmative: Scanning....

The satellite image roves with blinding speed. Finds
Metropolis. The city's CENTENNIAL PARK. BROTHER EYE
flash-zooms closer and closer until we see...

-- CLARK KENT. The GLASSES. The carefully parted hair.
Eating a paper bag lunch on a park bench. A KID tugs at
his kite, stuck in a tree. Clark purses his lips and
BLOWS. The gust of WIND frees the kite and almost pulls
the kid off his feet...

Location. Powers. Status.

BROTHER EYE
Superman: Inactive.

A whirl as the computer searches for --

-- GREEN LANTERN. In uniform. Demonstrating his powers
for a bunch of first-graders in a school CLASSROOM.

He holds a kid's drawing of a unicorn on a cloud -- and
with his POWER RING, he brings it to life. Green and 3-
dimensional. The kids' mouths hang open in wonder...

Location. Powers. Status.

BROTHER EYE
*Green Lantern: Active. Non-
operational.*

Next... WONDER WOMAN at the United Nations.

BROTHER EYE
*Wonder Woman: Active. Non-
operational.*

Then... Denver, Colorado. The satellite sweeps the city.

BROTHER EYE
The Martian Manhunter: Scanning....

A shuffle of feet behind him. BATMAN reacts. Paranoid.

BATMAN

Terminate.

The SCREEN instantly goes black. As a figure steps out of the shadows. It's ALFRED. His butler. His friend.

ALFRED

All quiet, Master Bruce?

BATMAN

Too quiet.

ALFRED

Well. World Peace has a way of doing that. Maybe it's time we started thinking of things as promising? Dare we say?

BATMAN

Peace isn't a promise, Alfred. It's an intermission. A threat...

ALFRED

Point noted. Still, crime is down to a mere nuisance, the city is generally quiet... and the sun does shine, sir.

BATMAN

So I've heard.

ALFRED

All your time, down here in the dark... Monitoring them. Some might say you've become somewhat...

BATMAN

Paranoid?

(off Alfred's shrug)

"What if...?", Alfred? What if something happens? They're not human. None of them. Not fully. And with their powers? If not me, who's going to watch them? "What if...?" You see what I'm saying?

*

ALFRED

I believe you're saying, "What if?", sir.

Bruce smiles.

BATMAN

The sun's shining, huh?

ALFRED

Yes. And your guests are waiting.

BATMAN
My guests?

ALFRED
Your surprise birthday party, sir.

BATMAN
Oh, that...

ALFRED
Surprise....!

BATMAN sighs, gets to his feet. He heads for the elevator, followed by Alfred.

As the doors slide closed, we're on the blackened MONITOR SCREEN. It blinks. ONCE. A burst of CODE races across the screen. Numbers, letters... zero's and one's. Words gradually coalescing:

*

CREATOR DIRECTIVE OVER-RIDE.

INT. THE BAT CAVE ELEVATOR -- DAY

BATMAN and Alfred, in a well-rehearsed ritual, remove the BAT SUIT. The MASK pulled back to reveal: BRUCE WAYNE.

*

INT. WAYNE MANOR -- DAY

We're MOVING through Wayne Manor. A packed party. Rooms full of world leaders. Players and stars. Business and military. Europe, Asia, Saudi Arabia. The Fortune 500.

*

*

*

Over this, a VOICE. Confident, refined...

*

MAN'S VOICE (O.S.)
Take a look around and tell me what
you see...

*

*

FLASHES OF the decadence. People lounging on sofas, huddled in whispering groups. We MOVE past--

*

*

--ROCK STARS dueling on guitars to the delight of a gaggle of SUPERMODELS...A Saudi PRINCE bowing to a Japanese SUMO WRESTLER...

*

MAN'S VOICE (O.S.)
We've got Princes, Members of
Parliament... Admirals, Oil men, Media
Moguls...

*

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*

*

And we're on the people he's talking about: An ASIAN BUSINESSMAN... an ARAB SHEIK... a NAVY ADMIRAL... a DIPLOMAT in a SAVILLE ROW SUIT...

*

*

*

MAN'S VOICE (O.S.)
The best and the brightest...

*
*

MOVING... past movers and shakers until we reach...

*

MAXWELL LORD
And the most beautiful creatures on
God's green earth...

*
*

The best dressed, best looking man in the mansion. A
circle of BEAUTIFUL WOMEN in his thrall.

*
*

MAXWELL LORD
By which I mean me, of course...

*
*

Laughter.

*

INT. BAT CAVE -- DAY

The Brother Eye system. RUNNING ITSELF. The eerie,
computerized VOICE...

BROTHER EYE
*CREATOR protocols: inoperative.
Intercept activated... Subject
Alpha... Located.*

The BROTHER EYE CAM. Digitally Zooms. Step by step,
closer and closer. Descending down to find one single
MAN.

Detective JOHN JONES -- mid-30's, blue suit and tie, the
perfect cop -- driving his unmarked police Ford...

*

BROTHER EYE
*Target identified. The Martian
Manhunter... Auto attack sequence
initiated... Stand by...*

INT. CAVERN UNDER WAYNE MANOR -- DAY

BATMAN'S ELEVATOR glides upward through a deep
underground cavern, past a catacomb...

MAXWELL LORD (V.O.)
You look around and you see power, I
bet. Money, right? And why not?

*
*

INT. WAYNE MANOR -- DAY

*

Maxwell with his audience. They hang on his words.

*

MAXWELL LORD

Even with everything I've got -- my
telecom interests, my little real
estate empire, my restaurant chains...
Those two guys alone could buy and
sell me a dozen times over.

*
*
*
*
*

He points at TWO CEO's, shaking hands.

*

MAXWELL LORD

When I look around, you want to know
what I see? I see three and a half
billion years...

*
*
*
*

INT. BAT ELEVATOR -- DAY

*

Alfred closets the BAT SUIT. Bruce Wayne runs a shaver
over three days of stubble. Pressed white shirt.

MAXWELL LORD (V.O.)

Three and a half billion years of life
on this planet... Nature relentlessly
pursuing perfection across eons of
time...

*
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*
*

INT. WAYNE MANOR -- DAY

*

ON Maxwell...

*

MAXWELL LORD

...Punishing the weak, rewarding the
strong. All for one single reason.
So we could come here today and sing
"Happy Birthday" to...

*
*
*
*

INT. BAT CAVE ELEVATOR -- DAY

*

The transformation is complete, BATMAN faces the doors.

*

ALFRED

You might want to try a smile.

*
*

BATMAN shows his teeth. Unconvincing.

INT. WAYNE MANOR -- DAY

The doors of the elevator open...

*

MAXWELL LORD (V.O.)

...Bruce Wayne.

*
*

And finally, BRUCE WAYNE steps out. His smile says he didn't see it coming when they all yell, "Surprise!" As he wades into the crowd, we're --

EXT. DENVER, COLORADO RAIL YARDS -- DAY

-- With Detective JOHN JONES' car, crunching on gravel. It pulls up next to a railway fueling station.

He gets out. Approaches a stack of FUEL BARRELS. Pulls a penlight, shines it in the cracks. Detective Jones reaches between barrels and pulls out...

A JAR. Murky liquid. Plant material. Seaweed. Shines his light into the cloudy water and spots something undulating inside. Something alive.

INT. JOHN JONES' CAR -- DAY

JOHN JONES slides behind the wheel of his idling car. Pulls a PLASTIC BAG and a pair of TWEEZERS from the glove box. Carefully unscrews the lid. Reaches into the water with his evidence tools and gingerly pulls out...

A CREATURE. Like a Seahorse. Only bigger, stranger. Alien-looking. As he leans in for a closer look... It COUGHS! And...

A MIST OF PARTICULATE MATTER STINGS HIS HANDS.

He drops the jar. Wipes his hands, smearing the gritty, oily FLUID. As he looks down for the strange creature...

We see... His hands. SMOKING. His skin. Wisps of smoke. Not good. He stares as first one, then the other... BURST INTO FLAME. Then his arms, his chest. His head. He's A BALL OF FLAME. Goes for the RADIO.

JOHN JONES

Dispatch... Code 30...! Code 30...!

But the HANDSET's already melted. And the fire's spreading. He's got to do something. So...

HE MORPHS. TRANSFORMING BEFORE OUR EYES. Changing shape. A soldier... a little kid... a gorilla... a python... Anything to try to put out the flames.

Nothing works. So he reverts to his real shape. Not John Jones the Denver P.D. Detective, but...

J'ONN J'ONZZ. THE MARTIAN MANHUNTER. His true self. Massive. Green. Iron brow. Red eyes. Screaming in agony. Because he's become AN INFERNO.

He hits the gas. Peels out, barely in control of the car. FIRE gushing out behind like contrails. He veers, clipping a FUEL TANKER. The fire catches and...
~~KASHWOODMI~~ J'ONN J'ONZZ guns it through the WALL OF FIRE.

INT. WAYNE MANOR, BALLROOM -- DAY

-- IN THE PARTY. Bruce Wayne is surrounded. Hand shakes, birthday kisses. He's the life and soul.

Maxwell Lord steps up with his gaggle of beauties. Gives Bruce a bear hug.

MAXWELL LORD

Who knew you had so many friends?

BRUCE WAYNE

Oh, they're just here 'cause I'm obscenely rich.

Bruce, playing the dilettante. They laugh. Two of a kind. Under his breath:

MAXWELL LORD

Hell, we both know without men like you and me to grease their wheels, most of these joker's'd be waiting tables at one of my restaurants.

*

Bruce nods to a long buffet table. Loaded with food. Retro-American style. Stacks of perfect HAMBURGERS in perfect buns.

BRUCE WAYNE

I hear you did the catering.

MAXWELL LORD

One of the benefits of my little sideline business. Free dinner. Have you tried the Kryptoburgers?

BRUCE WAYNE

I don't eat food with names, Max.

MAXWELL LORD

Planet Kryptons in every major city on the planet? Over a million served? The whole world can't be wrong...

ON the catered spread. Men and women loading their plates...

INT. PLANET KRYPTON RESTAURANT, CENTRAL CITY -- DAY.

Where Barry eats like a horse.

IRIS ALLEN

Wonder Woman's a bit of a blowhard,
don't you think? And how come she
gets all the credit for World Peace?

BARRY ALLEN

I guess I've played my part...

IRIS ALLEN

Not you. I was thinking Green
Lantern. And Aquaman? Now he's hot.
And don't even get me started on
Superman? I mean, come on...

*
*
*

Warm smiles between them, like you only see with people
who've been in love a long time.

ON THE TV SCREEN -- A News broadcast in progress.

*

NEWS ANCHOR (ON SCREEN)

*...from Denver, Colorado where we're
told fires are currently raging out of
control all over the city...*

VIDEO FOOTAGE of a BURNING CAR. J'ONN J'ONZZ, weaving
through traffic at 90mph. He loses control. Slams into
an overpass GUARDRAIL. Blasts right through. The car
catches air. Flips. And *KABLAM!!*

It lands on the roof of a FUEL DEPOT at Denver
International Airport. A FIREBALL spits out. Hits a
TANKER... *PABOOOOOM!* Flames shoot, sky-high.

AT THE TABLE WITH BARRY AND IRIS --

*

BARRY ALLEN

How far's Denver from here?

IRIS ALLEN

Oh, c'mon Barry. One uninterrupted
lunch...

BARRY ALLEN

600 miles? I'll be back before the
coffee's cold. Promise.

IRIS ALLEN

You can't save the whole world, you
know?

BARRY ALLEN

Not the whole world, just the little
part with you in it.

Iris sighs, resigned. Nods.

IRIS ALLEN

Go....

Barry leans in for a quick kiss. Then twists the RING he wears on his right hand. A streak of RED FABRIC bursts out of the ring and... **SHWOOM!** In less than a heartbeat, Barry's standing there, decked out in his trademark uniform. RED and GOLD. Muscles and speed. He's...

THE FLASH. Magnificent.

*

THE FLASH

Back in a sec...

All that's left of him is a vibrant streak of RED. He's gone. Just vanished. Then, almost before we can process this... He's back. For a quick kiss on Iris' cheek.

SHOOOF! Gone again. Leaving a flurry of napkins and menus and the revolving door spinning like crazy.

EXT. AMERICA -- DAY

THE FLASH. On the move. And we're right there with him.

*

WE DROP DOWN behind his heels and **WHOOOSH!** We follow the Scarlet Speedster zigzagging and weaving through towns... along rail lines... across the prairies... up mountains... through the streets of Denver, Colorado...

EXT. DENVER INTERNATIONAL AIRPORT -- DAY

SHREEEEE! FLASH skids to a stop on the tarmac. FIREFIGHTERS surround the burning TANKER, hit it with FOAM from dozens of hoses. Smoke and flames.

THE FLASH

Allow me, boys...

And he's off. Running circles around the FIRE. Faster and faster. Creating a VORTEX that sucks the air out of the center.

One of the FIREMEN is too close. He's SUCKED OFF HIS FEET, into the tornado. Flung 50ft into the air.

FLASH pulls up, satisfied with his work. Then hears the screams. Looks up to see the Firefighter plummeting.

THE FLASH

My bad. I got it, I got it...!

He streaks to a Fire Truck. Grabs a FIRE BLANKET.
Circles it into position under the dropping Fireman.
Ready... ready... And...

SHHHHHWSSSI A FIGURE streaks across the sky. Picks the man
out of mid air. Red, White and Blue. Gold. Iconic.

WONDER WOMAN. She drops out of the smoke with the
Fireman in her arms. Lands gently and puts him on his
feet. FLASH stares, mouth hanging open. Awe-struck.

THE FLASH

Woah...! You're... it's the, uh...
Wow! I mean, you're...

*
*

WONDER WOMAN

Wonder Woman.

THE FLASH

That's... Man...! I was just... Hi.
I'm...

*

WONDER WOMAN

The Flash. Yes.

THE FLASH

You've heard of me? Really? Wow.
I'm... I'm a huge fan.
(then)
You know, I gotta say, your pictures?
Do not do you justice.

*
*
*
*
*

THE FLASH sticks out his hand like an idiot. WONDER
WOMAN stares at it.

THE FLASH

I totally had that, by the way.

In the distance, flying low in the sky... A FLYING BALL
OF FIRE.

THE FLASH

What the hell is that?

It streaks right over their heads, trailing flames.
Right for the MAIN TERMINAL.

THE FLASH

Wait here, I'll run it down.

WONDER WOMAN looks at FLASH. Wait here? And she takes
off. Running.

MOVING WITH WONDER WOMAN as FLASH catches up easily.

WONDER WOMAN
Is that the best you've got?

She lifts off the ground. FLYING. Fast.

THE FLASH
Hey, flying's no fair...!

He kicks it up a notch.

EXT. DENVER INTERNATIONAL AIRPORT, MAIN TERMINAL -- DAY

The FIREBALL careens. Around and under planes parked at their sky ports. People gawk from inside.

THE FLASH speeds over to a massive WATER STANDPIPE. Starts to crank the valve wheel. To Wonder Woman:

THE FLASH
Use your rope thingy!

WONDER WOMAN
Lasso of Truth.

THE FLASH
Whatever. Yank him over here!

*

She unhitches her LASSO, throws a loop. Bulls-eye. Yanks the FIREBALL over to FLASH. He opens the spout and... *SHWOOSH!* Thousands of gallons of water shoot straight up. Then rain down in sheets. Right on top of the fire.

Through the cascade, we see a hunched and hulking figure.

THE FLASH
What is that thing?

J'ONN J'ONZZ (V.O.)
Help... help me....

FLASH looks around.

THE FLASH
You hear that?

WONDER WOMAN
It's telepathic.

The voice again. Coming from everywhere at once.

J'ONN J'ONZZ (V.O.)
Diana... Please...!

WONDER WOMAN's eyes go wide.

THE FLASH

It knows you?

WONDER WOMAN

It's J'onnn J'onzz...!

THE FLASH

The Martian Manhunter?

*

And J'ONN steps out of the thundering sheets of water.
His eyes blazing RED. His skin charcoaled and blackened.

THE FLASH

Isn't he supposed to be green?

And he BURSTS INTO FLAME AGAIN.

INT. WAYNE MANOR -- DAY

Bruce sits in a deep sofa, fawned over like a Pasha.
Maxwell Lord is next to him. Max sees something across
the room.

MAXWELL LORD

Oh, my, my, my...

Bruce turns to look... and involuntarily rises to his
feet. Because there, just entering the room is --

TALIA. Tall. Exotic. Haunted. From some other country,
some other world, almost. An achingly perfect beauty.

*

Maxwell rises next to Bruce. Whispers in his ear as
every eye in the room turns to see:

MAXWELL LORD

You know who that is?

Bruce isn't listening, speechless. His eyes riveted.

MAXWELL LORD

That, my friend, is Talia al Ghül.
Daughter of Rå's. The Demon Head.

*

Her dark, almond eyes burn into Bruce. There's something
here between them. Something powerful.

*

*

MAXWELL LORD

You must remember...? It's legend,
almost. Rå's fought The Batman. And
lost. And now he's gone. And here
she is.

ON BRUCE. Watching. Waiting. The look in his eyes so intense, every head in the room turns to see what he sees.

MAXWELL LORD (V.O.)

She was in love with The Batman. Or so they say.

ON MAXWELL. His eyes equally intense. Shifting from Bruce to Talia. He's drilling deep into this moment...

MAXWELL LORD

She betrayed her father for him. Or so they say...

...And we notice a thin TRICKLE OF BLOOD from his NOSE.

ON TALIA. A slow, stately, sexy walk across the room. As people part. Opening a path straight for Bruce.

MAXWELL LORD (V.O.)

And in return, he broke her heart. Or so they say....

ON BRUCE'S EYES. Seeing, remembering. And we --

FLASHBACK TO: BATMAN. With Talia in his arms.

SUPERIMPOSE: **ONE YEAR AGO**

The Beauty and The Bat. Face to face, inches apart. Talia KISSES him. And he KISSES HER. Then pulls away.

BATMAN

Talia... No... I can't.

TALIA

But... My father... I've given you, beloved... everything...!

She is a well of desperation. Doesn't want to let go.

BATMAN

I can never give you what you want.

TALIA

This isn't goodbye...?

But he nods. Touches her lips with his fingertips. Backs away. And disappears into the darkness. ON HER EYES. Filled with sorrow. Then... FURY. We CUT TO:

TALIA. Right in front of Bruce. It's like they're both in a trance. Drowning in each other. It looks like a KISS waiting to happen. In a breathy whisper:

TALIA

A birthday kiss, Mister Wayne? For good luck...?

The room holds its breath. Then:

ALFRED (O.S.)

Master Wayne?

And Bruce snaps out of it. Like waking from a dream. *

ALFRED

Would you like to blow out the candles or shall I?

Alfred holds the birthday cake. As Bruce leans in to blow out the candles, Alfred whispers: *

ALFRED

Something needs your immediate attention, sir.

Applause from the guests and a spontaneous rendition of "Happy Birthday to You"... *

BRUCE WAYNE

If you'll excuse me...

He shoots a look to Maxwell. Sees the BLOOD on his upper lip. *

BRUCE WAYNE

Max, your nose is bleeding... *

He pulls a handkerchief and leaves Maxwell, dabbing his nose.

MAXWELL LORD

Yeah, thanks. I'm prone... *

MOVING WITH BRUCE AND ALFRED

Down a side hallway. Apart from the guests.

ALFRED

The system alarms. It's the Martian, J'onn J'onzz. He's been attacked.

BRUCE WAYNE

How?

ALFRED

Fire.

Bruce stops in his tracks. Worry moves across his eyes.
He glances back through a doorway to see --

TALIA, looking back at him.

BRUCE WAYNE

Party's over. Send everyone home.

And he moves off.

EXT. WONDER WOMAN'S RESIDENCE, NEW YORK -- NIGHT

PAN UP and UP the facade of a magnificent Art Deco
building on the edge of Central Park. To the very top.

INT. WONDER WOMAN'S CONSERVATORY -- NIGHT

CLOSE ON THE MARTIAN MANHUNTER'S FACE. Eyes closed, his
skin still blackened. PULL BACK to find him submerged in
WONDER WOMAN's ornate BATHING POOL.

THE FLASH

How long can we leave him in there,
all... soggy?

WONDER WOMAN throws open the doors to the terrace.
Outside, A FIGURE, silhouetted against the lights of the
Manhattan's skyline strides towards us.

Blue, Red and Gold.... **SUPERMAN.**

He steps through the doors, takes WONDER WOMAN'S hands in
his. Two old friends. *

SUPERMAN

Diana.

WONDER WOMAN

Kal. It's been too long.

SUPERMAN

Always. Flash... *

It's hard not to be awed by the legend up close.

THE FLASH

Superman. Sir. Nice to... meet you. *

SUPERMAN

What happened here?

FLASH, the detective, has got theories. Talks fast. *

THE FLASH

Okay. Best guess...? Magnesium. It
doesn't mix well with oxygen. Very
explosive combination. Could be a
compound bonded with his skin cells? A
serum? But if you ask me, I'd say it
was micro-technology. Nano-tech. I'd
have to get a sample to my lab...

*
*
*
*
*
*
*

They are interrupted by a VOICE. Deep and striking.

J'ONN J'ONZZ

Superman... Kal...

FLASH spins. Then remembers.

THE FLASH

It's okay. He's got telepathy.

(beat)

You knew that...

*

SUPERMAN kneels by the side of the pool. J'ONN's RED
EYES looking up through the water. Imploring. He
reaches a massive HAND out into the air toward SUPERMAN
and... **WHOOM!** It bursts into FLAME.

*

He re-submerges, leaving a wisp of SMOKE behind.

*

J'ONN J'ONZZ

*They knew my weakness... my race's
weakness. Fire... It destroyed my
world... my family... my life...
Someone... I am powerless...*

*
*
*
*
*

SUPERMAN

Who? Who knew?

*
*

J'ONN J'ONZZ

*It is a secret I thought was
unassailable...*

*
*

SUPERMAN

Who? How did they get to you?

J'ONN J'ONZZ

*A note... I followed it... There was
a creature... strange... like
seaweed...*

SUPERMAN

A sea creature?

J'ONN J'ONZZ

*It spat... venom? I don't know...
The rest was fire... and pain...*

As J'ONN slowly sinks to the bottom of the pool, we're--

EXT. WONDER WOMAN'S RESIDENCE, TERRACE -- NIGHT

-- With WONDER WOMAN and SUPERMAN. Under the stars.

SUPERMAN

Could it have been accidental? Just
the wrong place, wrong time?

WONDER WOMAN

No. It looks like an attack to me.
Premeditated. Did you know his
weakness?

SUPERMAN

No. But someone did...

WONDER WOMAN

And he was struck in his alter
identity, Kal...

SUPERMAN

Yes. That I really don't like...

INSIDE, BY THE POOL

FLASH stares out. At these two Gods. Inches apart. From
here, it looks like Romance.

THE FLASH

You see that? The two of them...? Is
there something... you know, have they
ever...? My wife'd have a field day
with...

He glances to J'ONN in the pool. Out cold.

THE FLASH

Oh.

(then)

Oh, shoot...! Iris...!

OUTSIDE, ON THE TERRACE

SUPERMAN

A sea creature, spitting fire...
Doesn't make sense. You know where
I'll have to go...

WONDER WOMAN

Be careful. He won't like the
insinuation.

SUPERMAN

From what I've heard, he doesn't like anything...

*
*

Suddenly, *SHWISSHI!* THE FLASH appears between them.

*

THE FLASH

Sorry, don't mean to interrupt, but...
Iris? My wife? I'm supposed to get back, and, uh... will you be alright without me for a bit?

*

WONDER WOMAN

I'm sure we'll manage.

And with a crooked smile, FLASH vibrates. So fast he disappears INTO THE FLOOR. Gone. The fast way out.

WONDER WOMAN

By Hera, he's...

SUPERMAN

He is indeed.

EXT. CONSTRUCTION SITE, LOWER MANHATTAN -- NIGHT

*

ON construction barriers at ground level. Plastered with banners reading: *ANOTHER LUXURY LORD ENTERPRISES CONSTRUCTION. UNITS STARTING at \$1 Million. AVAILABLE SUMMER 2011.*

*
*
*
*

PAN UP this brand new high-rise building. Steel girders towering over the Hudson. 30 stories tall. It's unfinished, except for the TOP THREE FLOORS. They're walled in floor to ceiling glass. A weak light inside...

*
*
*
*

INT. MAXWELL LORD'S ARCHIVE CHAMBER -- NIGHT

*

A darkened room. Circular. Walls lined with old TV's. 1970's era, black and white, early color. Consoles. Stacked to the ceiling. Hundreds of them.

And on each one a CHILD'S FACE. All BOYS. Anywhere from 6 to 13 years old. Flickering images. No sound, but they're all talking to the camera. Interview subjects. Some giggling. Some stoic. Some crying.

And under each image, NUMBERS. 1971-1983... 1971-1979... 1971-1981... 1971-1977... And a single word:

DECEASED.

We hear a whisper:

MAXWELL LORD (O.S.)
William Hardwick... Glenn Burke... Tom
Parnell... Karl Bader...

And find MAXWELL LORD. Standing in the center of this room. Looking at these faces. Naming their names. He's no longer smiling and gregarious. Dark, now. And sad. He latches on to one face:

MAXWELL LORD
Jonah Wilkes...

And places his fingertips against the screen. Looks into this 12 year old's video taped face.

MAXWELL LORD
Are we ready, Jonah...?

*

The little boy smiling. Bright hopeful eyes...

EXT. BARRY AND IRIS ALLEN'S HOUSE -- NIGHT

A simple, unassuming house in a run-down Blue-collar neighborhood. Tucked between warehouses. A scrappy postage-stamp front yard.

INT. BARRY AND IRIS ALLEN'S HOUSE -- NIGHT

Barry, back in his cop's BLUE SUIT, walks through the house to the --

KITCHEN. Where he finds Iris, reading a magazine, leaning on the counter.

BARRY ALLEN
Honey, I'm sorry...

IRIS ALLEN
How dare you go out and save the world?

(she smiles)
Barry, I knew what I was getting when I married you.

She gives him a kiss. He holds on for a second.

BARRY ALLEN
So guess who I met today. Superman. Guy's amazing. Classy. And you know the Martian Manhunter? Big green guy? Works out West...?

Iris gives him a penetrating look.

IRIS ALLEN

And...? Anyone else?

BARRY ALLEN

Oh. Yeah. I guess Wonder Woman was there. Barely noticed.

IRIS ALLEN

Uh huh. So...?

BARRY ALLEN

She's fine, I guess. If you like women with muscles and magical lassoooo's...

IRIS ALLEN

Shut it.

She laughs, kisses him again.

BARRY ALLEN

Anything to eat? *Starving.*

Barry crosses to TWO INDUSTRIAL SIZE FRIDGES. Throws open both sets of doors. At SUPER-SPEED, he pulls out enough food for 10, starts prepping. Making an unholy mess.

IRIS ALLEN

Barry! I just cleaned up!

She throws a radish at him. He flicks his wrist, catching it easily. Puts it in his sandwich.

IRIS ALLEN

Out! Go play with Wally.

BARRY ALLEN

Wally's here already? Damn, time moves so fast these days...

INT. BARRY AND IRIS ALLEN'S HOUSE, GARAGE -- NIGHT

The Allen's GARAGE is converted into a DEN. A PING PONG TABLE in the center... Barry stops. Smiles.

A PING PONG BALL is bouncing across the net. Back, forth; back, forth. Over and over and over. By itself.

Barry reaches out and grabs at the air. Comes up with A HAND. Attached to an ARM, attached to a 17 year old KID:

WALLY WEST. Barry's nephew.

WALLY WEST

Embarrassing. You caught me playing
with myself.

Barry pinches Wally's cheek like he's a little kid.
Which would be irritating even if he wasn't 17.

BARRY ALLEN

Wally, did you go and get faster since
last summer, I think you did...

Wally swats him away.

BARRY ALLEN

You wanna game?

WALLY WEST

Hell yes. I'll kick your creaky A-
double-S.

BARRY ALLEN

You can K-I-double-S my A-double-S is
what you can do...

Game on. Paddles up. The serve. And... they can't help
themselves.

Faster and faster and faster. Until you can't see the
BALL anymore. Just the *click-thwack* of ball on paddle.
Two sets of hands in a blur.

Then... Wally tosses in another ball. Then, so does
Barry. Three balls. Then four. Five. All pinging and
ponging over the net.

On BARRY, smiling. Having fun. Through the door --

-- IN THE KITCHEN... Iris smiles and shakes her head.
Boys will be boys...

EXT. OCEAN -- NIGHT

OPEN WATER. Off the coast of Santorini. SUPERMAN hits
the Aegean like a bullet. *SPWHDOSH!!*

INT. BARRY AND IRIS ALLEN'S HOUSE, GARAGE -- NIGHT

FLASH stands, hands on hips. Clearly, his nephew kicked
his A-double-S.

WALLY WEST

So, ping pong's not your game...

FLASH shoots him a look of mock-annoyance.

BARRY ALLEN

Next time, hotshot.

(then)

Listen, I need you to do something for me. You're good with computers, right?

WALLY WEST

I know my way around.

BARRY ALLEN

I need you to do some research, dig up whatever you can on nano-technology. I want to know who's into it. Companies, people... military, civilian. Cutting edge. The secret stuff. You'll have to dig deep.

*

WALLY WEST

I'm on it. 100%.

BARRY ALLEN

This is just us, okay? I don't want Aunt Iris worrying.

WALLY nods. Lips are sealed.

BARRY ALLEN

And make it quick, will you?

WALLY WEST

Hey, quick is how we roll.

Smiles. Two guys cut from the same cloth.

EXT. AEGEAN SEA -- NIGHT

-- UNDERWATER. Submerged VOLCANIC ROCK. Breathtaking SEA CAVES. SUPERMAN kicks his way through phosphorescent kelp forests to--

-- POSEIDONIS. At the bottom of a deep sea trench. Shimmering with the glow of Anglerfish and gigantic Sea Jellies.

SUPERMAN bullets for ORIN'S PALACE. Towering. Otherworldly. Awe-inspiring. Through the massive coral gates and into the GREAT HALL. And there, seated on his THRONE...

AQUAMAN. He looks up. Granite jaw, fierce eyes.

AQUAMAN

What is it this time?

INT. BAT CAVE -- NIGHT

BATMAN's got multiple views on his BROTHER EYE screen. AQUAMAN and SUPERMAN in Poseidonis. WONDER WOMAN and J'ONN J'ONZZ in New York. He leans in. Alfred stands behind him.

BATMAN

Fire. It took me years to uncover his weakness.

ALFRED

Could someone else be watching? *

BATMAN

Maybe. Maybe... But who...?

INT. MAXWELL LORD'S CONTROL ROOM -- NIGHT

And we're on another SCREEN. This one monitoring... BATMAN. Deep in his Bat Cave.

MAXWELL LORD (O.S.)

Great minds think alike, Bruce.

MAXWELL LORD. Seated in front of his own jumbo screen. Watching. Just like Batman. *

MAXWELL LORD

Today? The look in his eyes? He wanted you so bad I could taste it.

PULL BACK to find... TALIA. In the control room with Max. Her gaze on the screen. Steely.

MAXWELL LORD

My God, did we make him sweat...

TALIA

Whatever that was, whatever you were pulling? Stupid, Maxwell. We could have been exposed.

MAXWELL LORD

You give him too much credit.

TALIA

I give him nothing...!

MAXWELL LORD

Trust me, Talia. There's no way he could see what's coming.

He types. The words on the screen:

<phase one: initiate>

MAXWELL LORD

There's no way...

EXT. DOWNTOWN GOTHAM STREETS -- NIGHT

The high whine of a MOTORCYCLE ENGINE. A Kawasaki ZX, at mad speed. A little gritty BIKER tails two MOTORCYCLE COPS. He blows right between them, pops a wheelie, flips them off. Guns away. The COPS hit their sirens.

They chase the RUNTY BIKER down a deserted back street. Suddenly they're surrounded. A whole MOTORCYCLE GANG. On massive choppers.

COP #1 goes for his radio. Not a good idea. The GANG LEADER -- huge, dwarfing his bike -- grabs the cop's arm. Twists him right off his ride. The cop tumbles.

Another BIKER clamps a hook onto the collar of COP #2's jacket. He looks back. The other end's attached to a CINDER BLOCK. Which a THIRD BIKER calmly drops. *YANKKK!* The cop is off the bike and down.

EXT. GOTHAM SKYSCRAPER -- NIGHT

Perched there, against the BLACK GOTHAM SKY: BATMAN.

BATMAN

World peace... Why can't Gotham get
the message...?

BATMAN leans forward... and DROPS silently out of sight.

EXT. DOWNTOWN GOTHAM STREETS -- NIGHT

SHRRRRSHHH! The MOTORCYCLE GANG drags the cops along the street behind them. Grins and gunning engines. They don't see...

BATMAN. On the railing of an overpass. Waiting.

As they approach, he swings down on a GRAPPLING LINE, boots first. *WHAM! WHAM!* He takes out TWO BIKERS, sending them sprawling. He lands in a crouch. Pulls two BATONS and *CHUNK! CHUNK!* Drives them into the spokes of the next two bikes. They careen into the air.

BATMAN pulls the first COP to safety. Comes up to see the last three bikers. All holding BIG ASS GUNS.

He pulls his CAPE around him as they open fire. Round after round after round. A hot metal hailstorm. Until:

Clickclickclick... The guns are empty. But they're not done. The GANG LEADER lifts a GRENADE LAUNCHER. **SSHHHBOOOOM!** Direct hit. The explosion drives BATMAN back. 30 feet of air. He lands, rolls and is up. Relentless.

BATMAN looks at his CAPE. Hundreds of bullets embedded in the matte black surface.

BATMAN

Damn. This was a brand new cape...

Goes to the UTILITY BELT. Pulls two BATARANGS. **SWICK SWICK...** Two more BIKERS drop. Leaving just the GANG LEADER. Huge and snarling.

BATMAN strides calmly forward. The LEADER picks up his dropped CHOPPER, heaves it overhead. Ready to hurl hundreds of pounds of metal right on top of BATMAN.

SCHRRREEE.. A hook-line from BATMAN's GRAPPLING GUN loops a street lamp. Swings back and connects with the chopper's chassis. Just as the GANG LEADER heaves the bike. The cable pulley's BATMAN up and out of the way. He swings on the end of the line and...

CRACKKK! CRUNCH! A punch/kick combination spins the monster BIKER right into the path of his own bike. **WHAMM!** Lights out.

SIRENS. BATMAN looks around. An easy night's work. Until... the whine of the Kawasaki engine. The RUNT. Making a run for it.

BATMAN fires his GRAPPLE LINE. Yanks the little bike out from under him. The RUNT tumbles. Gets up and takes off on foot. Disappears around a corner.

INT. AQUAMAN'S THRONE ROOM -- NIGHT

SUPERMAN stands before the King of the Seven Seas.

AQUAMAN

You dare to come here and accuse me?

SUPERMAN

No, Aquaman, I came here to...

AQUAMAN's in no mood. Maybe he never is.

AQUAMAN

Don't call me that! "Aquaman." The Airbreather's name. It's demeaning. Juvenile. I mean, *Superman? Wonder Woman?* Who comes up with these?

*

SUPERMAN

King Arthur, then. I know how you feel about our planet's land dwellers...

*

AQUAMAN

Our planet? Our planet? Last I checked, I control 3/4 of the Earth's surface. This is my planet. And they treat it like it's a toilet!

*

SUPERMAN

They aren't perfect, Arthur, yes...

*

*

AQUAMAN

Time and again, I have risen to their defense. And this...

*

*

*

He flexes his LEFT HAND. It's unusual. A prosthetic. Made completely of WATER.

*

*

AQUAMAN

This is what I got in return. A permanent reminder of their cruelty. I have given my pound of flesh, Superman. They are your problem. Not mine.

*

*

*

*

*

*

SUPERMAN

Respectfully, your Highness, this isn't about them.

*

AQUAMAN stews. Tenses. Then nods, tersely.

AQUAMAN

The Martian... Bring him to me. I'll see what I see.

SUPERMAN

I'm asking you to come up, Arthur... We're asking.

*

AQUAMAN

The Princess...

*

SUPERMAN nods. AQUAMAN doesn't like it, but:

AQUAMAN

For her...

EXT. GOTHAM MOVIE THEATER -- NIGHT

The RUNT BIKER. At a dead run. Slams through the doors of an old Movie Palace. BATMAN gaining on him...

INT. GOTHAM MOVIE THEATER, LOBBY -- NIGHT

The RUNT dives over the CANDY COUNTER. Ducks down. Cowers. Pants. A BLACK GLOVED HAND reaches over and yanks him up by the shirt. He's face to face with THE BATMAN.

The RUNT wriggles and slips right out of the shirt. Dashes into --

INT. GOTHAM MOVIE THEATER -- NIGHT

-- The movie plays to a half-packed audience. All wearing 3-D glasses. BATMAN is almost invisible as he tails the RUNT down a side aisle to--

INT. GOTHAM MOVIE THEATER, BACKSTAGE -- CONTINUOUS

-- A dark corridor behind the screen. Flickering light from the movie. The RUNT scrambles over boxes, throwing them into BATMAN's path. He disappears into darkness.

BATMAN scans. His BAT EAR picks up jagged breathing. Scared, strangled breathing. Whimpers. Then:

RUNT

Oh God... God, no... please...!

A sudden series of mechanical CLICKS. WHIRS. Metal on metal. And from out of the darkness, behind the boxes... An ORB of GLOWING RED LIGHT. BATMAN narrows his eyes when...

WHAMMM! A hunk of metal slams into BATMAN. Hard. Air-born. He crashes to the floor. As he shakes it off, he hears:

OMAC ALPHA

*Omac Alpha activated. Target
acquired. Attack mode initiated.*

His head snaps up and he comes face to face with...

OMAC ALPHA. Gleaming, metallic. Blue steel. A single GLOWING RED EYE in the center of its forehead.

But it's a quick look, 'cause... **SHWZZZZZ!** A burst of LASER ENERGY guns out of its EYE. BATMAN dives and rolls as a stack of boxes VAPORIZES. **KASHWOODOM!**

He's back up with a handful of BAT GRENADES. He delivers. **Chunkchunkchunkchunkchunk.** Five contact grenades stick to the OMAC's steel shell. And BATMAN covers with his cape as... **KAPODDOM!** The explosion shreds the screen.

The AUDIENCE screams. Popcorn flies. The chandelier sways...

-- BACKSTAGE. The heavy SMOKE clears, and... OMAC ALPHA. Not a dent on it... The MACHINE grips BATMAN in its massive claws. Lifts him overhead. Tosses him through the tattered screen --

-- INTO THE AUDIENCE. He wipes out a row of seats. The CROWD starts to panic. They scramble. As the OMAC begins a slow rise out of the movie screen...

BATMAN fires a GRAPPLING LINE up to the balcony. Zips up. But the OMAC is fast. Too fast. It FLIES right at him, catches him by the throat. Drives him against the wall.

It clamps onto his neck, squeezes. **CRK... BATMAN** struggles. Beating against the metal uselessly. From out of the steel arm, a PINCER emerges. Metal prods grip the edge of BATMAN's MASK. Peeling it back to reveal:

BRUCE WAYNE. The man behind the mask. Exposed. With its cold, computerized voice:

OMAC ALPHA
Target neutralized. Terminate?

The one glowing RED EYE sends the image of the helpless BATMAN to --

INT. MAXWELL LORD'S CONTROL ROOM -- NIGHT

Maxwell Lord at his monitor. Staring into BATMAN's face. 30 feet high. Into his eyes.

OMAC ALPHA (V.O.)
Target neutralized. Terminate?

The machine waits for the command to kill.

TALIA
Stop it, Max! Our deal was not for a death sentence.

MAXWELL LORD

No, no, no... I wouldn't do that.

ON SCREEN: BATMAN's struggling less and less. On the verge of losing consciousness.

OMAC ALPHA (V.O.)

Terminate?

TALIA

Max!

MAXWELL LORD

I just wanted you to see how easy it is. To take everything from him. His most precious secret. Revealed. So easy...

(To Brother Eye)

Test complete. Disengage. Re-configure.

And BATMAN drops out of view --

INT. GOTHAM MOVIE THEATER -- NIGHT

-- Onto the floor of the balcony.

CLOSE ON HIS EYES. Wide open. What the hell was that?

INT. GOTHAM MOVIE THEATER, LOBBY -- NIGHT

The hysterical CROWD racing out of the lobby. As the OMAC hovers into view... it begins to lurch. To list.

It starts to come apart. Chunks of it dropping to the ground. Disintegrating. Revealing THE RUNT. Cocooned inside. As the last of the OMAC falls from his body, he staggers out. Dazed. Bewildered.

EXT. OCEAN -- NIGHT

THE massive WHITE MOON, sitting on top of the Atlantic.

SPWOOOSH! SUPERMAN blasts out of the water. With AQUAMAN riding the backs of a PAIR OF BOTTLENOSED DOLPHINS -- harnessed like race horses -- right behind him.

INT. WONDER WOMAN'S CONSERVATORY -- NIGHT

UNDERWATER. AQUAMAN examines J'ONN. Finding nothing. He climbs out of the pool, and is instantly DRY.

AQUAMAN

Preposterous. A sea creature spitting
fire?

*
*

SUPERMAN

Not fire. A substance, a fluid...

AQUAMAN

And it what...? Put itself in a jar?
Just waiting to attack? It's
ridiculous. This whole thing...!

*
*

WONDER WOMAN

Arthur. Please. No one is accusing
your subjects. We thought you might
shed some light.

*
*

AQUAMAN nods, pacified by the Princess. Nods to J'onn.

AQUAMAN

I'm sorry. Being Up-world makes me
edgy.

*
*

THE FLASH materializes, vibrating right through the door.
Already talking.

THE FLASH

So I was thinking, if I'm right and we
are dealing with a nanotech attack,
how did...?

He stops. Notices AQUAMAN. Impressed all over again.

THE FLASH

Hey. Wow. Aquaman... You're Aquaman...

*

SUPERMAN

Flash. Please. Not "Aquaman". It's
King Arthur among us.

*

THE FLASH

Sorry. Your highness. I'm Flash.

FLASH holds out his hand and AQUAMAN takes it, looking to
SUPERMAN: "See?" He's dismissive.

*

THE FLASH

(helpful)
You can call me The Scarlet Speedster.
Some do...

OFF AQUAMAN's sigh...

INT. THE BAT CAVE -- NIGHT

BATMAN. His shattered COWL pulled back, BAT SUIT peeled around his waist. His left shoulder heavily bandaged. Watching the REPLAY of the fight. *

BATMAN

Brother Eye, review from 10.23...

BROTHER EYE

Reviewing: 10.23.

The image resets. It's grainy and dim. Hard to see.

ON THE MONITOR: *The OMAC coming apart. Falling into scrap and ash. The RUNT BIKER emerging, disoriented.*

BATMAN (O.C.)

Freeze. Enhance.

The BROTHER EYE CAMERA zooms in. Frame by frame.

BATMAN leans forward, trying to make sense of what he's seeing.

BATMAN

What is that? Brother Eye, go to audio: 9.46. Enhance.

BROTHER EYE

9.46. Enhancing audio.

And we hear, clear as a bell:

OMAC ALPHA (ON SCREEN)

OMAC Alpha activated. Target acquired. Attack mode initiated.

BATMAN

Hold. OMAC Alpha... OMAC...?

The frozen image. The killer machine staring down at BATMAN with its single glowing EYE.

BATMAN

Switch command: Access references to OMAC or OMAC Alpha, files related to OMAC, any...

The SCREEN goes black. Then just a RED, EYE-SHAPED ICON. Right in the center.

BROTHER EYE

Access denied.

BATMAN

What?

BROTHER EYE

Access to OMAC files denied.

BATMAN

Says who?

BROTHER EYE

OMAC files denied to unauthorized access.

BATMAN

Unauthorized?! Reset to default settings. Access OMAC files...!

BROTHER EYE

Access denied.

BATMAN goes to the keyboard, furiously types in code.

BROTHER EYE

*Shut down and reboot command denied.
There is no fault in the system,
Creator. No fault in the system...
Stand by...*

The screen suddenly goes into digital hyper-drive. It blinks and flashes. Millions of lines of code whiz by. It crashes. Then blinks back on. With a message. A threat. A disaster.

Five words. Five words towering over BATMAN.

<"YOU DON'T CONTROL IT ANYMORE">

BATMAN sits heavily into his seat. Oh, no....

*

EXT. NEW YORK SKYLINE -- NIGHT

The Empire State Building. Lights on in offices all the way up. PUSH IN on the 49th floor to --

INT. STEWART AND ASSOC. ARCHITECTURAL FIRM -- NIGHT

-- Where the owner, JOHN STEWART is locking the front door. He makes his way through the deserted offices, past drafting tables and scale models of impressive projects to --

INT. JOHN STEWART'S OFFICE -- NIGHT

The corner office. He locks this door, too. From the inside. John presses a remote button. And industrial metal SHUTTERS drop down over the windows, the door. Locked down tight.

He pulls a GOLD CHAIN from under his collar, tugs it off his neck. As he coils it into his palm... it TRANSFORMS. Into the GREEN LANTERN POWER RING. He slips it on his finger. Then clenches his fist and...

A CAVITY in SPACE-TIME opens before him and inside... a large GREEN LANTERN glows. The OAN POWER BATTERY. He puts his fist against it, whispers:

JOHN STEWART

"In brightest day, in blackest night,
no evil shall escape my sight. Let
those who worship evil's might, beware
my power... Green Lantern's light.

The RING begins to glow, its energy streaking up his arm... his chest... his whole body. And there he is...

THE GREEN LANTERN. Black and Green. Hardened muscles. Pure power.

He leans over a set of plans. Architectural drawings of a PLAYGROUND marked **Hal Jordan Memorial Park**. He narrows his eyes. Projecting his imagination through the RING. And the drawing becomes three-dimensional. Rising from the page.

He studies it. The swings begin to move. The seesaw, up and down. Then a child appears. Two inches tall. Green. Laughing. Then another and another. Virtual play time. GREEN LANTERN smiles.

INT. WONDER WOMAN'S CONSERVATORY -- NIGHT

CLOSE ON a BUG -- a MOSQUITO. Hovering high above the pool. Below, four Superheroes standing. J'ONN floating.

AQUAMAN

Diana, I've got to get back. I've
been dry too long.

But this is no ordinary bug. It's METALLIC. Man-made. A MOSQUITO-BOT. A faint mechanical buzz. As the BUG-BOT drops down and down... We're with:

AQUAMAN

I'm sorry I couldn't be of more help.

WONDER WOMAN

I appreciate the attempt. Thank you.

They clasp forearms. Like warriors do. FLASH notices AQUAMAN's hand. His LEFT hand.

THE FLASH

Whoa. Is that water? You've got a hand made out of water? Can I touch it?

AQUAMAN sighs, holds out his hand and FLASH shakes it.

THE FLASH

Wow. It feels like a... a damp hand. What does it do? Anything cool?

AQUAMAN

It's a hand.

The faint BUZZING again, as the BUG lands on AQUAMAN'S exposed NECK. Its metal STINGER extends, and... It JABS its NEEDLE-NOSE deep into AQUAMAN'S skin. *

WHACK! AQUAMAN crushes it with a slap to his neck. He flicks the bloodsucker away in disgust.

AQUAMAN

Dirty air-breathing bug...

But he's too late. Something's inside... *

INT. JOHN STEWART'S OFFICE -- NIGHT

GREEN LANTERN watches his creations play. One of the little green kids reaches for the monkey bars. Can't reach. GREEN LANTERN adjusts them down a few inches and she jumps on easily.

He leans over his plans, erases. Makes the correction with his DRAFTING PENCIL. Then, sticks it in his mouth and CHEWS on the end of it.

He recoils. Something tastes funny. And when he pulls the PENCIL out, we see... his whole TONGUE HAS TURNED BLACK. And it's spreading to his throat.

And now his EYES... Darting... Twitching. So fast they blur into a smear of black and brown. And now an INTENSE WHITE NOISE erupts in his EARS. Searing his brain. As he grabs the sides of his head...

...The PLAYGROUND distorts. Turning wild. No longer children playing... GROTESQUE GREEN SHAPES grow and grow. Filling the room, smashing everything in sight.

And GREEN LANTERN'S EYES, writhing in their sockets as they become...

INT. WONDER WOMAN'S CONSERVATORY -- NIGHT

...AQUAMAN's sea-green EYES. Wide open and staring. Something's not right...

THE FLASH (O.S.)

Hey, your majesty, why'n't you take Mr. J'onzz back to your place? It's got to beat sitting in the shallow end...

His EYES... growing wider and wider. Darting...

THE FLASH

Hey. You okay? You don't look so good.

AQUAMAN backs away from the edge of the POOL, staring into the water. Cold sweat dripping.

SUPERMAN

Arthur...? What is it?

It's FEAR. AQUAMAN is suddenly consumed by FEAR.

AQUAMAN

Water... the water...

He waves his arms in front of him, like he's trying to dispel a vision. Of something horrible. His eyes lock onto his HAND. His LEFT HAND...

...The HAND THAT'S MADE OF WATER. He claws at it, pulls at it. AND REMOVES IT. Throws it, sliding across the floor. Terrified. He backs away, against the wall. Crumples to the floor.

SUPERMAN

J'onnn, get inside his head!

J'ONNN closes his red eyes. Concentrates.

J'ONNN J'ONZZ

It's difficult... I see...

AQUAMAN squeezes his eyes shut. Whimpers. WONDER WOMAN kneels by his side.

J'ONNN J'ONZZ

Fear... so much fear... It's... water!

SUPERMAN

He's afraid of water?!

J'ONN J'ONZZ

Terrified.

THE FLASH

Can't be good for a fish...

WONDER WOMAN picks him up easily in her arms. Like a scared kid. Carries him into an adjacent chamber. Away from the water. His breath comes in jagged bursts. She kneels by his side.

WONDER WOMAN

Easy, Arthur...

*

AQUAMAN holds onto WONDER WOMAN. Gasping for air.

AQUAMAN

Diana... my hand... the Martian...
take it... Have him touch it... it may
help...

She nods and heads for... AQUAMAN's ENCHANTED WATER HAND. Lying discarded on the tiled floor. WONDER WOMAN picks it up, gingerly. It's limp, lifeless. An awful lot like a severed hand.

THE FLASH

Now, that's creepy.

She crosses to the pool. Kneels, holding out the HAND.

J'ONN reaches for the surface, a little fearful. His fingertips start to smoke. He lunges for the AQUAHAND... and as soon as he touches it, it covers his own hand in a layer of water. A barrier between his skin and the air.

THE FLASH

He was in the pool with J'onnn, right?
Maybe he's reacted to something in the
water. Something... Martian-y?

*
*
*
*

J'ONN slowly emerges from the pool. His body enveloped in a rippling liquid. The fire's out. He's safe.

*

J'ONN J'ONZZ

Martian-y?

*

They head for the ante-chamber where AQUAMAN languishes.

*

SUPERMAN

No. These are directed attacks.
Specific. Designed.

THE FLASH

How long can he stay dry without...
you know, turning into bait?

AQUAMAN

I am in the room, you know?!

He coughs. Not sounding good. J'ONN's staying focused.

J'ONN J'ONZZ

We need to be thinking of a single
source, someone who...

But J'ONN is suddenly distracted. He takes a step back
like he's been punched.

SUPERMAN

What, J'onn? What is it?

J'ONN J'ONZZ

Can you hear it, Kal? Somewhere... A
strong soul... anguish... something...

J'ONN looks around for the source. Out the window:

J'ONN J'ONZZ

There...!

He points. Across the skyline to the 49th floor of the
EMPIRE STATE BUILDING. Tendrils of GREEN LIGHT shoot out
of the windows. Wrap the building. Recede. Frenzied.

SUPERMAN

Green Lantern...!

Without a second thought... *WHOOOSH!!* He flies out the
window. Gone.

THE FLASH

Wait up...!

And THE FLASH speeds after him.

INT. BAT CAVE -- NIGHT

The single word blinks over the BROTHER EYE screen:

<"WATCH">

Multiple images: AQUAMAN prone, trembling in WONDER
WOMAN's arms... J'ONN J'ONZZ encased in his cocoon...
The Empire State Building with its PULSING GREEN LIGHT.

ON BATMAN. Intense eyes. He keys the console microphone.

BATMAN

Alfred. I need the back-up computers.
Now.

ALFRED (V.O.)

Yes, sir. Which ones?

BATMAN

All of them.

He jabs the button. Sinks back.

BATMAN

OMAC... Who the hell are you...?

INT. MAXWELL LORD'S ARCHIVE CHAMBER -- NIGHT

Maxwell in his sanctum. The walls of TV screens. On every one, the same little boy.

MAXWELL LORD

How'm I doing, Jonah?

Hundreds of Jonah Wilkes' smile down on him. Approval.
And over this, we hear:

GREEN LANTERN (V.O.)

I can't see... can't see...

*

INT. WONDER WOMAN'S CONSERVATORY -- NIGHT

ON GREEN LANTERN'S EYES. Opaque. Darting around in their sockets... Six heroes now. Most have seen better days.

GREEN LANTERN

... And, inside my head... it's...
noise, like a scream... I can't hold
anything. Can't concentrate... Can't
see...

He drops his head into his hands.

THE FLASH

There's got to be a thread. Something
tying the attacks together.

J'ONN J'ONZZ

Not geography... not methodology.. the
effects are various...

*

WONDER WOMAN

Fear. Could it be The Scarecrow? Out
of Gotham?

SUPERMAN

He's locked away. Arkham Asylum.

WONDER WOMAN

Are we sure?

THE FLASH

I'll check.

*
*

FLASH is suddenly a streak of red. Gone.

J'ONN J'ONZZ

What about The Penguin?

SUPERMAN

Arkham. Mr. Freeze?

WONDER WOMAN

In the Slab. The Joker?

WONDER WOMAN

Arkham, too. Along with Penguin,
Solomon Grundy...

J'ONN J'ONZZ

Could it be Lex?

SUPERMAN

I put him in Stryker's Island myself.
Poison Ivy's in. Parasite...

AQUAMAN

What about Dr. Psycho, or Murmur...?

SSFFSSSHH! FLASH is back.

THE FLASH

Nope. Both in The Slab. Arkham,
Stryker's. Everyone's accounted for.
All locked down.

*

WONDER WOMAN

Someone new then. Someone smart.

J'ONN J'ONZZ

We need to think defensive. Who's
next?

AQUAMAN

Anyone know about The Batman?

THE FLASH

No, no, no... he won't be a target.
They're attacking Superheroes, and
he's not...

The others all look at him. *What?*

THE FLASH

Oh. Well, yeah, sure, he's a hero, in the sense that he's... heroic... But he's not Super, per se... You know, I mean, he doesn't have any powers or anything, like we do... he's just... a human... With a grudge...

He's alone on this one.

THE FLASH

Okay. I'll shut up now.

AQUAMAN

Thank God for small miracles.

INT. BAT CAVE -- NIGHT

BATMAN and ALFRED power up dozens of computers. Row after row. Behind them, BROTHER EYE continues to monitor.

BATMAN

It's attacking at their strengths. Fire. Water. Will-power. Turning them in on themselves. Just like...

He doesn't finish. Alfred does it for him.

ALFRED

Just like you would have?

BATMAN

"If," Alfred. Only ever "if...."

ALFRED

Shouldn't you contact Superman, the others?

BATMAN

Not until I find OMAC...

(beat)

I started this. I'm going to stop it.

He starts working the keyboards.

INT. WONDER WOMAN'S CONSERVATORY -- NIGHT

Three damaged heroes. Three others, feeling the threat.

*

THE FLASH

I feel like I've got a target painted
on my back.

J'ONN J'ONZZ

We should assume any of us is
vulnerable. Anywhere...

SUPERMAN

Not anywhere...

WONDER WOMAN instantly knows what he means.

WONDER WOMAN

The Fortress.

SUPERMAN

We'll be safe there.

THE FLASH

The Fortress of Solitude? We're going
to the Fortress of Solitude?

SUPERMAN

I've never taken anyone... No one
knows...

WONDER WOMAN

Kal. You don't have to say it. Your
trust is your safety.

ON EACH FACE. The implicit acknowledgement that his
secrets are safe. FLASH is stoked. Under his breath:

THE FLASH

Oh, man... Fortress of freakin'
Solitude! I gotta tell Iris...

INT. BARRY AND IRIS ALLEN'S HOUSE, GUESTROOM -- NIGHT

*

WALLY WEST sits in front of his COMPUTER. On assignment.
His fingers are a blur on the keyboard. The images on
the screen whir by so fast, they're barely visible.
Giving new meaning to the term COMPUTER WHIZ.

*

*

*

*

FLASH steps in.

*

THE FLASH

You still up?

*

WALLY WEST

You told me to hack into all these
systems. Which, by the way? Highly
illegal and something grown-ups really
should discourage.

THE FLASH

Yeah, yeah, yeah. Any luck yet?

WALLY WEST

Firewalls all over the place...

Nothing I can't handle.

*
*

He's working and talking. Files open and close at near light speed.

*
*

WALLY WEST

I found some old D.O.D. and CIA files
on something called the OMAC Project?
Might be promising. I'm cycling
through pass-codes now...

*
*
*
*
*

THE FLASH

Keep looking. And fast.

WALLY WEST

Trouble?

THE FLASH

Yeah.

Wally vibrates into the SPEED FORCE. Disappears. The clothes in his suitcase fly into the air. And before they can land, he's standing there in his own UNIFORM. A FLASH knock-off. A little baggy.

WALLY WEST

Need some help?

THE FLASH

No. Wally, no. I don't want you in the suit. Not for any reason. Okay?

Wally hears FLASH's tone.

THE FLASH

Get some coffee. Keep working. Let me know as soon as you find anything.

FLASH starts out.

WALLY WEST

Where're you going?

THE FLASH

Keep a secret?

(beat)

Fortress of Solitude.

WALLY WEST

No way...

THE FLASH

Oh, yes.

(beat, serious)

And Wally? I mean it about the suit.

Wally nods. Got it.

INT. BARRY AND IRIS ALLEN'S HOUSE, BEDROOM -- NIGHT

THE FLASH steps quietly into his bedroom. IRIS has the covers pulled up, sleeping beautifully. He sits on the edge of the bed. She opens her eyes.

IRIS ALLEN

Barry?

THE FLASH

Shhh. Don't wake up.

She smiles.

IRIS ALLEN

Too late, you horse's ass. Where are you going?

THE FLASH

Nowhere. Just a little situation. Nothing to worry about. We've got it totally under control.

IRIS ALLEN

Who's we?

THE FLASH

Everyone. Superman, Wonder Woman, Green Lantern -- you'd like him -- everybody...

Iris sits up in bed.

IRIS ALLEN

That's a lot of fire power. I should be worried, right?

THE FLASH

No, c'mon... Baby, I'm The Flash, what could possibly...

IRIS ALLEN

No. You're Barry Allen. My husband.

THE FLASH

I know.

IRIS ALLEN

And I love you.

He gives her a KISS. A nice, long, in-love-for-years KISS. Then pulls away and looks into her eyes, a question there. She nods.

And he starts to VIBRATE. Right there, in her arms. She holds on tight, her eyes closed and... slowly...

HE PASSES THROUGH IRIS' BODY. She GASPS... feeling him inside her, all of her, inside her very molecules.

And now he's behind her. His arms wrapped tight, holding her. She catches her breath. Lets the vibrations drain from her whole body. She is glowing...

IRIS ALLEN

Don't you ever tell anyone we do that...

FLASH kisses her on her neck. And rolls out of bed.

IRIS ALLEN (CONT'D)

Wait. Take this.

She hands him her CELL PHONE from the bedside table.

THE FLASH

Iris, c'mon... I don't have any pockets. It'll be all bulky...

IRIS ALLEN

Just take it. Makes me feel like I can find you. Wherever.

He nods. If it'll make her feel safe...

IRIS ALLEN

Don't do anything stupid. You can't save the whole world, you know?

THE FLASH

Not the whole world. Just the little part with you in it...

He blows her a farewell kiss and... **SWSSSSHHH!** Gone.

EXT. SKY OVER GREENLAND -- DAWN

A SNOW GOOSE, its long neck straining in flight. PULL BACK to see a second goose... and a third... and then tens and hundreds and thousands. A huge flock migrating South.

And right in the middle... SUPERMAN. Harnessed into WONDER WOMAN's LARIAT, towing GREEN LANTERN on a GREEN GLIDING WING -- a hang-glider -- projected from his RING. J'ONN J'ONZZ is along for the ride.

WONDER WOMAN flies behind, holding AQUAMAN in her arms. AQUAMAN looks down at the roiling sea, fear in his eyes.

Hundreds of feet below them, on the craggy coast... A STREAK OF RED. THE FLASH, tiny and distant. He waves his arms. Then races ahead to the next peak.

SUPERMAN banks and swoops down. Collects FLASH in his arms and flies onward into the SNOW.

Refugees.

SUPERIMPOSE:

ONE DAY AGO

FADE TO:

INT. FORTRESS OF SOLITUDE -- DAY

The safest place on Earth. With SUPERMAN leading the way, they walk down a long, domed ICE TUNNEL.

WONDER WOMAN supports AQUAMAN. J'ONN leads the all-but-blind GREEN LANTERN. When they reach the end of the tunnel, FLASH's eyes open in absolute AWE...

THE FLASH

Holy...

...Because they've entered a VAST ATRIUM. Hundreds and hundreds of feet high. The walls lined with colossal STATUES, carved out of the icy walls. Towering figures. **JOR-EL and LARA-EL...** SUPERMAN's parents. Like the Mt. Rushmore of SUPERMAN's lost world.

SUPERMAN leads them the edge of a great CHASM, thousands of feet deep. Below, on an ice shelf at the feet of the statues...

...An EXACT REPLICA of the KENT FAMILY FARMHOUSE. Wooden clapboard walls, gabled roof. Even down to the picket fence and hard-scrabble front yard. His HOME.

He lifts AQUAMAN and steps over the edge. Descending gracefully to the FAMILY FARM.

THE FLASH

Wow. He's... homesick.

WONDER WOMAN can't take her eyes off this surprising view inside SUPERMAN's soul... FLASH looks to WONDER WOMAN. Her skimpy outfit.

THE FLASH (CONT'D)
Aren't you cold?

EXT. DEEP SPACE -- DAY

-- Right on top of the BROTHER EYE SATELLITE. It shifts manically, scanning the Earth. Scanning. And we hear:

BROTHER EYE (V.O.)
*Multiple subject acquire results...
negative. Scanning...*

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

ON THE MONITOR. Code scrolls along the bottom of the screen. Images whir by. BROTHER EYE, scanning the globe, trying to find targets.

BROTHER EYE
*Initiated Con-Opt mode: searching...
negative. Targets out of range...*

And there, at the CONTROL PANEL... Maxwell Lord.

MAXWELL LORD
Where'd you go...? Where are you...?

INT. BAT CAVE -- DAY

--In the BAT CAVE. ON BATMAN'S SCREEN. BROTHER EYE, scanning. Scanning... But BATMAN's not watching. He's at the back-up computers, working with Alfred. Detective mode...

BATMAN
Okay, where are we?

ALFRED
OMAC. Stands for "One Man Army Corps." Secret Defense Department program. World War Two. A deployment of super-soldiers able to take on a whole brigade of Nazis. Alone.

On one screen a grainy PHOTO. A G.I. encased in an armored BODY SUIT. Primitive, cumbersome. Like something out of an old 50's sci-fi flick.

BATMAN
Problem is, it doesn't work. So we're here.
(at another computer)

BATMAN (CONT'D)

60's and 70's. They switch to psy-ops.
Mind control stuff.

Lists of soldiers' names. Deployments. All listed MIA.

BATMAN

They send these guys into the jungle,
but none of them come out. All MIA.
So they go to robotics.

Down the line of monitor screens. Other PHOTOS. Other
eras. Schematics. Designs. Getting more and more
advanced...

BATMAN

Nano-technologies. Autonomous
systems.

ALFRED

Then in '99, the whole program goes
off line. Discontinued.

BATMAN

Maybe. Maybe not.
(then)
I recognize that one.

On the last screen... the OMAC that attacked BATMAN.

BATMAN

But what does OMAC have to do with
Brother Eye? And why the attacks on
the others?

Before Alfred can answer... the BROTHER EYE image LOCKS.
The ARCTIC. The entrance to the FORTRESS OF SOLITUDE...
Zooming...

BROTHER EYE

*Multiple subject acquire results:
positive... Scanning...*

BATMAN

No, no... stay off the grid... stay
gone...!

*

BROTHER EYE

*Targets acquired: multiple subjects.
Superman: active. Wonder Woman:
active...*

BATMAN

Dammit!

BATMAN pounds the console.

BATMAN

Keep digging...

*
*

And he's already up and moving. Pushes a button... The ROAR of a JET ENGINE from deep in the BAT CAVE... and he's RUNNING...

EXT. GOTHAM SKYLINE -- DAY

A streak of graphite BLACK, as BATMAN banks his BATPLANE into the late afternoon sun. The SONIC BOOM takes us to--

INT. FORTRESS OF SOLITUDE, FARMHOUSE -- DAY

Homey. Worn sofa, doilies, hook-rugs, an upright piano.

But right now it's a BUNKER.

AQUAMAN lies on the couch, his head in WONDER WOMAN's lap. Labored breathing, his skin flaking and grey. GREEN LANTERN rocks back and forth in a wingback chair. J'ONN touches his water cocoon, it ripples.

FLASH hugs himself against the cold. Stamps his feet. Rubs his hands. Full of energy.

THE FLASH

This is nice. Not what I expected.
You know, Fortress of Solitude and all that, but it's nice. Homey. I like it.

(to Superman)

Got anything to eat in the fridge?

He doesn't answer. Pre-occupied.

THE FLASH

No? Okay. That's okay. I'm fine.

(then)

Hey, G.L.? How you doing? You okay?

GREEN LANTERN

No.

THE FLASH

Alright, I got it. Everyone's all...
I'll shut up.

GREEN LANTERN shakes his head.

GREEN LANTERN

No, keep talking. It helps...

AQUAMAN
(agreeing)
Hate to admit it...

FLASH smiles, glad to be needed.

THE FLASH
Okay. Alright. Here's a question for you, John... How's that thing work? Your ring?

GREEN LANTERN
I don't know.

THE FLASH
No, really, talk to me. What do you do? You point it at something and think really hard?

GREEN LANTERN
Something like that.

Trying to keep GREEN LANTERN talking.

THE FLASH
Can I try it?

GREEN LANTERN
It won't work for you... there's rules.

WONDER WOMAN
It serves only the strongest will and the bravest heart.

THE FLASH
Is that right? Wow. So that's you? On the whole planet? Out of 6 1/2 billion people? Wow. That's impressive. How'd it find you?

GREEN LANTERN
Just unlucky, I guess.

THE FLASH
You don't like it? 'Cause I love being fast... It's like...

FLASH's energy is infectious.

THE FLASH
I don't know, when I'm really cooking? As fast as I can? It's almost... It's like everything in the Universe just... stops. Hangs there. It's like a... stillness. No wind, no noise.

THE FLASH (CONT'D)

Right there in that little space
between beats of the human heart.
It's... peace.

The others. Listening. Picturing. Feeling this small
moment of grace.

GREEN LANTERN

That's impressive, too.

J'ONN J'ONZZ

That moment... is that the speed of
light?

THE FLASH

No, no, I can't go that fast. Least I
don't think I can. Maybe. I've
gotten close, but... The Speed
Barrier? I get this feeling it's one
way. Once you cross...

FLASH sees the other's attention. Likes it.

THE FLASH

Hey, Diana, can I try your lasso?

SUPERMAN is suddenly alert, listening...

SUPERMAN

Someone's coming.

He looks skyward, X-raying through the Earth. He sees:

INT. ICE TUNNEL -- DAY

BATMAN. Walking alone...

SUPERMAN (O.S.)

The Batman...

Vivid, stark and BLACK against the white, white walls.

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

The BROTHER EYE CAM watches BATMAN along with us.

TALIA

This is dangerous, Maxwell. All
together in one place... What if they
repair themselves, join together?

MAXWELL LORD

Would it be arrogance to say that even
if they do, they can't stop me?

MAXWELL LORD (CONT'D)

It would, probably. One man against these... gods.

To BROTHER EYE:

MAXWELL LORD

Brother Eye, access profile: Target:
The Flash...

ON SCREEN, FLASH's secret profile. PAN DOWN the data to the sub-file titled: ASSOCIATES. PUSH IN on two words:

IRIS ALLEN

And through his smile:

MAXWELL LORD

Let's see what one man can do...

And we're back in--

INT. FORTRESS OF SOLITUDE -- DAY

BATMAN, covering his injuries with his cape. Six pairs
of eyes on him like lasers.

BATMAN

You're not safe here.

SUPERMAN

How did you find us?

BATMAN

Not here, not anywhere...

They wait for the explanation.

BATMAN

Someone's watching you. Us. Right
now.

SUPERMAN

Impossible. No one on Earth knows...

BATMAN

I found you, didn't I?

A simple truth. But a big one.

GREEN LANTERN

Who?

THE FLASH

How?

*

*

*

*

*

*

BATMAN

A satellite system. Semi-autonomous.
It's tracking you. Hunting you. It
knows your identities, your
weaknesses. How to hit you, where to
hit you. Everything.

*

GREEN LANTERN

Who is it?

AQUAMAN

Lexcorp? Someone at Lexcorp?

BATMAN

No.

J'ONN J'ONZZ

CIA? NSA? Rogue military...?

They're thinking fast. Talking fast.

BATMAN

No.

AQUAMAN

Who then?

WONDER WOMAN

There's someone we're missing, someone
we're not thinking of...

Then:

BATMAN

Me.

And everything comes to a halt.

BATMAN

Everything that's happened. It's
all... me.

GREEN LANTERN

What the hell are you saying?

PAN DOWN their faces, looking for an explanation.

BATMAN

The system.... It's mine. I built it.
I deployed it. Brother Eye.

It sits there like a stone. Quiet. Then, the question:

WONDER WOMAN

Why?! Why would you do that?

BATMAN's face. His steely eyes.

BATMAN

"What if...?"

SUPERMAN

"What if...?"

BATMAN

What if you turned against us?
Against the world? What if someone
controlled you, changed you?

AQUAMAN

Preposterous!

BATMAN

Is it?

WONDER WOMAN

But you *know* us. You know we...

BATMAN

I know what you're capable of. I know
how powerful you are. And I know that
no one on Earth-- no mortal-- could
ever control you. If...

They advance on him...

SUPERMAN

You wanted to control us?!

BATMAN

To contain you. If necessary...

J'ONN J'ONZZ

We're not your enemies!

BATMAN

Correct. And I didn't attack you.

He's surrounded. By these powerhouses.

GREEN LANTERN

Someone got in. Stole your Eye.

BATMAN

Yes.

J'ONN J'ONZZ

They're using your files, your
database...

BATMAN

Yes.

SUPERMAN
Who?

BATMAN
I don't know.

SUPERMAN
Who is it? *Who?!*

BATMAN
I don't know!

AQUAMAN dives at BATMAN. Furious.

AQUAMAN
They did this? Turned me into *this?!?*
His skin's grey, his eyes cloudy. And he's weak.
Running out of time.

SUPERMAN steps in front of BATMAN. Swallowing his anger.
Tries to stay calm.

SUPERMAN
How do we turn it off?

BATMAN
I don't know. I've tried.

SUPERMAN
Where is this thing? *

BATMAN
I don't know. *

SUPERMAN
Tell us!

BATMAN
I don't know! I cloaked it! Hid its *
location. Even from myself. It's gone. *

It's SUPERMAN's turn to lose it. He lifts BATMAN off his *
feet and slams him against the wall.

SUPERMAN
How could you be so stupid?!

BATMAN
I thought you were non-violent...

A FIST, attached to a slim, powerful forearm CONNECTS *
VICIOUSLY WITH BATMAN's JAW. Sending him staggering out
of SUPERMAN's grasp. Down to one knee.

WONDER WOMAN

He is, but I'm not.

*
*

GREEN LANTERN

Did she hit him?

*
*

THE FLASH

Yeah. Nice shot, too.

*

BATMAN struggles to his feet. With major difficulty. The others get a good look at him. His left shoulder, his right knee. High-tech BRACES on both. Whatever happened to him, it was bad.

*

BATMAN's reluctant, but he has to admit it. Everything.

BATMAN

It's called OMAC. Some rotten vestige of an old military program. Robotic attack vehicles. Psy-ops, nano-tech...

THE FLASH

I knew it...!

BATMAN

Someone hi-jacked it. Up-dated it. There's a human component now... some sort of transformation... It hit me...

Flashes of last night's battle in his head.

BATMAN

One minute it was a man... and then... it was a machine. A killing machine. I threw everything I had at it. Everything I had.
(then)
It owned me.

SUPERMAN

But it spared you? Why?

BATMAN

That's what I need to find out.

He draws his cape around himself again. Ready to go.

BATMAN

As soon as you can, split up.

SUPERMAN

No. We're stronger together.

BATMAN

You think we're here by accident?
We're here because it wants us here.

SUPERMAN

I think you over-estimate...

BATMAN

Think about it, Clark. It used the
attack on J'onn as bait to bring
Aquaman up to the surface. It hit me
as a distraction. Then Green Lantern
and Aquaman at the same time... It
knew I'd come to warn you. It's been
one step ahead the whole time.

SUPERMAN

You're wrong... Bruce. We're safe
here. We've already got J'onn back on
his feet...

BATMAN

And in a fishbowl! Look at him...!
It's playing with us.

WONDER WOMAN

How do you know all this?

BATMAN

Because it's exactly how I would have
done it.

This stops them. He wears his guilt like a mask.
Suddenly, there's MUSIC. A Low-fi Hip-Hop beat. THE
FLASH remembers. Pulls Iris's CELL PHONE from his boot.

THE FLASH

Oh. Sorry. That's me. I got it...

BATMAN

Don't answer that...

Lifts the receiver to his ear...

THE FLASH

No, it's cool. It's my wife...
Hey, honey...

But it's not IRIS...

ON HIS EAR. A micro-fiber TENDRIL snakes out of the
phone and slides RIGHT INTO HIS HEAD.

FOLLOW the METALLIC PROBE as it burrows deep inside his
cranium. Past and around the EAR CANAL... Down to the
base of his skull.

A nasty-looking, insect-like NANOBOT spits out. EIGHT LEGS snap open and LATCH ONTO FLASH's SPINAL CORD with a sickening **CRUNCHHHH**. And then it starts to VIBRATE.

ON FLASH. Already starting to VIBRATE along with the microscopic intruder. He drops the phone to the floor...

THE FLASH

Oooh. This isn't gonna be good...

WONDER WOMAN

Flash?!

And the SHAKES kick in. Big time. He drops to his knees, looks up, pleading:

THE FLASH

Help...?

WONDER WOMAN

Hold him! Hold him!

Full MOLECULAR SPEED, the threshold of the SPEED FORCE. WONDER WOMAN reaches for him, but she's too late. He SLIPS RIGHT THROUGH HER ARMS and SLIDES DOWN INTO THE ICY FLOOR. Gone.

EXT. ANTARCTICA -- DAY

A COLONY OF EMPEROR PENGUINS. They panic. Waddling madly away from the spot where--

-- THE FLASH PUNCHES A HOLE IN THE SURFACE OF the ice, shooting OUT THE OPPOSITE SIDE OF THE PLANET.

He tumbles out into the SKY above the SOUTH POLE. Arms and legs flailing, totally out of control. Thousands of feet up in the air. Until GRAVITY pulls him straight back down. The ground screams up to meet him.

THE FLASH

This is gonna leave a mark....

WHAM! He hits the frozen tundra and disappears back into the Earth. Headed the other way through.

INT. FORTRESS OF SOLITUDE, FARMHOUSE -- DAY

ON the spot in the floor where FLASH used to be. GREEN LANTERN's in the dark.

GREEN LANTERN

What happened?

BATMAN
He'll pass through...

GREEN LANTERN
Through what?

BATMAN
The Earth.

WONDER WOMAN
Straight through and out the other
side!

SUPERMAN
At that speed, does he still have
mass?

GREEN LANTERN
Why?

WONDER WOMAN
What goes up...

Must come down. And **KRZZZZACK!!** FLASH blasts through the floor like a bolt of electricity, slicing right through the roof of the house. They're down the steps of the porch, all looking up at the ceiling of the CAVERN.

SUPERMAN
How long can he keep it up?

J'ONN J'ONZZ
He'll stop at the center of gravity.

BATMAN
The molten core....

WONDER WOMAN's not going to let that happen. She goes to her belt, unhooks the LASSO OF TRUTH. Ties a loop.

GREEN LANTERN
Will it hold?

WONDER WOMAN
It was forged by the Gods themselves.
Tell me when....

SUPERMAN trains his X-RAY VISION upwards. J'ONN uses his MARTIAN VISION. Getting a fix on FLASH's position.

SUPERMAN
Wait for it... wait...

Closer and closer, picking up speed... WONDER WOMAN twirls the LASSO over head. Ready... aim...

WONDER WOMAN

Hephaestus, don't fail me...

SUPERMAN/J'ONN J'ONZZ

Now!

And she FIRES. Skyward, just as FLASH appears through the roof. The lasso meets him, looping around his chest. Bulls eye.

But he's falling too fast to stop on a dime. Back into the roof of the HOUSE, with the LASSO OF TRUTH trailing behind him.

The rope TEARS THROUGH THE HOUSE. Ripping a path through the roof, the front porch, the steps, the front path, the yard.

As WONDER WOMAN slows his fall, the lariat slips through her hands. ~~ZZZZZ~~. SMOKE curling up from her palms.

Finally, her balled fists slam against the ground. Holding firm. She's got him. One end in her hands, the other in the floor.

WONDER WOMAN pulls, hand over hand. SUPERMAN helps. The rope jittering. Finally, she yanks THE FLASH out of the Earth. Head first, then shoulders, until he lies trembling on the floor of the Fortress. Wrecked.

GREEN LANTERN

Was it his phone...?

AQUAMAN

An electromagnetic pulse?

J'ONN's already scanning.

J'ONN J'ONZZ

No, I saw something enter his ear canal. There's something there. By the basal ganglia. Kal?

SUPERMAN

Got it. Something nano-scopic... vibrating.

THE FLASH's jittering voice:

THE FLASH

Told you guys it was nano-tech...

SUPERMAN's scanning, too. J'ONN scans GREEN LANTERN with his VISION.

J'ONN J'ONZZ

John, you have one, too. Behind the visual cortex.

AQUAMAN

There's bugs in all of us?

WONDER WOMAN

Kal, your heat vision! Burn them out.

SUPERMAN

Too dangerous...

WONDER WOMAN

J'onn?

J'ONN J'ONZZ

I couldn't risk it.

THE FLASH

Risk it! My metabolism'll eat me alive...!

He's right. He's already becoming skin and bones.

ON GREEN LANTERN, eyes dancing. Uncertain.

GREEN LANTERN

If I had my sight...

J'ONN J'ONZZ

I'll guide you in... Be your eyes.

GREEN LANTERN

I'd need to make surgical instruments, micro-fibers... I don't know....

THE FLASH

Do it...! Do it...!

He decides.

GREEN LANTERN

Get him inside, tie him down...!

J'ONN carries FLASH into the house. GREEN LANTERN follows, a hand on J'ONN's shoulder. WONDER WOMAN helps AQUAMAN in. SUPERMAN turns to see...

BATMAN. Rising up his JUMPLINE. A black smear against the ice walls. Headed for the surface.

EXT. ARCTIC CIRCLE -- DAY

BATMAN crosses the ice to his BATPLANE. His injuries making him limp.

*
*

SUPERMAN

Bruce...!

BATMAN stops in his tracks and turns as SUPERMAN approaches. Face to face. Chest to chest. The world's two most powerful men.

*

SUPERMAN

I don't understand you. That you could do this. Even contemplate this...

BATMAN

I don't have time for your scorn, Clark. And you can save the lecture.

*
*

BATMAN starts away again.

SUPERMAN

The darkness in you. The paranoia. The rage. It's too much. Finally, this time... it's too much.

BATMAN

It's in you, too, Clark. It's in everything. You be the Boy Scout... pretend everything's sunshine and light... But half of every day we live is lived at night.

*
*
*

SUPERMAN

You've spent too many years in that cave...

BATMAN

Maybe so. But if I didn't exist, and there was just you in the world... you'd have to invent me.

SUPERMAN shakes his head. He's never going to get through. He leans in.

SUPERMAN

The darkness. Such a lonely place to live.

The other perspective. Now it's SUPERMAN's turn to walk away. Leaving BATMAN alone in a swirl of wind and snow.

*

Over this:

*

GREEN LANTERN (O.S.)
In brightest day, in blackest night,
no evil shall escape my sight...

INT. FORTRESS OF SOLITUDE, FARMHOUSE -- DAY

GREEN LANTERN, trying to focus his mind. Sweat beading.

And four GREEN micro-fibrous SURGICAL PROBES with PINCER ENDS are snaking out of his RING. Right over--

-- FLASH's FACE. He's harnessed in WONDER WOMAN's LASSO, strapped to the KITCHEN TABLE. Cross-eyed, watching the probes approach his still-vibrating head.

THE FLASH
Thinner, John. You've got to think thinner...

SUPERMAN passes through into the...

LIVING ROOM

...Where WONDER WOMAN holds AQUAMAN, pressing a wet towel to his forehead. She looks up.

WONDER WOMAN
I can't rouse him. He's in a coma...

SUPERMAN
If he'll stay out, maybe we can hydrate him.

SUPERMAN races outside.

IN THE KITCHEN

J'ONN J'ONZZ
Easy... easy...

And... **SHRRGGG** ... GREEN LANTERN's PROBES enter FLASH'S brain. Through the nose, the ears. J'ONN J'ONZZ guides him in with his MARTIAN VISION. FLASH flinches, his eyes watering.

GREEN LANTERN
I can't feel it...

J'ONN J'ONZZ
Another micro-meter down... good, now just to the left...

THE FLASH
Your left or his left? Could be important...

OUTSIDE IN THE YARD

SUPERMAN's blasting the ice in the front yard with his HEAT VISION. Creating a POOL of water. A pond. Big enough and deep enough to hold a man.

BACK IN THE KITCHEN

Full concentration on three faces.

J'ONN J'ONZZ
You'll feel the vibrations.

GREEN LANTERN
It's all vibrations.

J'ONN J'ONZZ
You're right on it.

GREEN LANTERN
I don't want to pull the wrong thing.

THE FLASH mumbles a mantra:

THE FLASH
Strongest will, bravest heart...
Strongest will, bravest heart...

J'ONN J'ONZZ
Now!

With a *SCHLUURRRP*, GREEN LANTERN retracts the probes. And he's got it. The little intruder. FLASH instantly stops shaking. He settles, lies there panting. The others all lean in. Is he okay?

His eyes flutter and open, his parched lips part and:

THE FLASH
I love toast.

Maybe not what they were expecting to hear.

THE FLASH
Pretty much any toast. Rye, pumpernickel... I like the San Francisco-style Sourdough. And don't even start with the English Muffin. Nature's perfect food...

GREEN LANTERN
Oh man, I pulled out his brain...!

WONDER WOMAN steps in, carrying AQUAMAN in her arms.

WONDER WOMAN

No, no, it's the Lariat. It's making
him tell the truth. Unwind him.

*

She bangs out the door, headed for the yard. FLASH keeps
going.

THE FLASH

I'm not sure about the crumpet... I
mean, is that even toast?

J'ONN unwinds the rope. And FLASH stops on a dime.
Manages to sit up. He looks around, unsteady.

THE FLASH

Well... that was awful. Who's next?

And he falls back onto the table. Frail and skeletal.

INT. BAT PLANE -- DAY

BATMAN at the controls of his supersonic jet. Keys his
radio.

BATMAN

Alfred.

*

The response is instant.

ALFRED (V.O.)

Yes, Master Bruce.

BATMAN

I need you to try to access the
Brother Eye system.

ALFRED (V.O.)

It's dark, sir. Nothing.

BATMAN

Keep trying. Let me know if you get
back in.

EXT. FORTRESS OF SOLITUDE, FARMHOUSE YARD -- DAY

WONDER WOMAN, wading in the water up to her waist. She
releases AQUAMAN. He floats, lifeless, until... his
GILLS flutter open and hungrily drink in the water.

WONDER WOMAN

This should keep him stable.

J'ONN J'ONZZ

If he wakes up, the shock could kill him.

J'ONN scans AQUAMAN's brain for nanites.

J'ONN J'ONZZ

It's there. Agitating the Amygdala, the fear center. Green Lantern will have to go in.

SUPERMAN scans the Martian.

SUPERMAN

You're clean, J'onnn. I don't see anything in your brain.

J'ONN J'ONZZ

It must be external with me. Bonded with my dermis.

From the front porch, THE FLASH leans heavily against the railing. Barely standing.

THE FLASH

You know what you need? A full body facial. Like a scrub. Or, no, like a laser dermabrasion... A little light cosmetic surgery, you know?

*
*
*

GREEN LANTERN's there, too.

GREEN LANTERN

Could work.

*

J'ONN J'ONZZ

I'd have to remove the water shield... I don't know...

*
*

THE FLASH

I'm gonna get my little brain bug back to my lab... break it down, check its component parts...

*

He sags onto the front steps. Spent.

WONDER WOMAN

You'll need your strength back first. I'll take you. Kal... Batman's Eye?

SUPERMAN

If it's up there, I'll find it. And tear it to pieces.

There's a moment. Something happening here. A team forming. Working together. A moment acknowledged. Then:

J'ONN J'ONZZ

Go.

And they split up.

INT. BAT CAVE -- DAY

Alfred works the computer.

ALFRED

Brother Eye, respond... Respond...

He waits. And waits. Then the screen blinks. A RED ICON. In the shape of a stylized EYE. Blank pupil staring down. BATMAN's computerized voice:

BROTHER EYE

Respond: affirmative.

Alfred hits the mic on the console.

ALFRED

Master Bruce. We're back on-line.

INT. BAT PLANE -- DAY (INTERCUT)

In the cockpit.

BATMAN

Patch me in.

ALFRED (V.O.)

Go.

BATMAN

Brother Eye. Query: Is there a meta-human profile on Creator? On The Batman?

ON ALFRED... Under the big red eye. A tense pause. Will the machine respond?

BROTHER EYE

Affirmative.

BATMAN (V.O.)

Did you create a file on me, Alfred?

ALFRED

Of course not.

IN THE BATPLANE...

BATMAN

Well, whoever did... that's who's
behind the attacks. That's OMAC...

*
*

(beat)

Access meta-human profiles: Subject:
The Batman.

BROTHER EYE (V.O.)

Request affirmative: Accessing...

IN THE BAT CAVE... There it is. BATMAN's secret
profile. Stats and data running the length of the
screen. Age... Height... Weight... Skills...
Strengths...

ALFRED

It's all here.

BATMAN (V.O.)

Access Weakness Subfile: Enhance.

ON BATMAN...

His eyes hidden behind his FLIGHT HELMET VISOR.

BATMAN

What does it say?

(no response)

Alfred, what does it say?

ALFRED (V.O.)

It's just one word, sir.

BATMAN

What is it?

ON THE BROTHER EYE SCREEN...

And the one word written there. Looming, 30 feet high.

LOVE.

BATMAN's weakness.

ALFRED

Love.

ON BATMAN... taking this in as --

-- IMAGES FLASH ACROSS HIS MIRRORED VISOR... A series of
MEMORIES. A series of WOMEN -- seen in QUICK CUTS -- all
in the arms of THE BATMAN. All kissing him passionately.

WE SEE: Julie Madison... Silver St. Cloud... Vicky
Vale... Cat Woman... Poison Ivy... and finally --

-- TALIA.

PUSH THROUGH the mirrored images, through the visor.
Straight into BATMAN's EYES as we --

FLASHBACK TO:

INT. TALIA'S GOTHAM APARTMENT, BEDROOM -- NIGHT

SUPERIMPOSE:

SIX MONTHS AGO

*

BATMAN and TALIA. Across from one another. She's
powerful. Sexual. He's wary. Calm.

TALIA

Hello, Beloved...

She walks to him. Slowly. In total control.

*

BATMAN

I thought we already did this. For
the last time...

*

*

*

And she's inches away from him.

*

TALIA

One kiss... in payment for my father.
I want one kiss.... Then tell me you
don't still love me...

*

*

*

*

Her cat-like eyes search his. He resists her charms.

BATMAN

I can't let you behind the mask,
Talia. Never.

TALIA

What's behind the mask isn't what I
want...

She lowers her eyes, suggestively.

TALIA

I want this...

*

She takes one of his hands. And pulls off his GLOVE.
BATMAN's skin white against the black.

TALIA

And this...

The other GLOVE. She raises his hands to her lips.
Kisses his palms with wet kisses. Wraps his arms around
her waist.

TALIA

And... this.

She places her hands on his chest. Over his HEART.

TALIA

Because I know it's mine.

And... Talia devours him. A KISS like an animal. A KISS almost brutal in its passion.

BATMAN pulls away. His LIP BLEEDING. He licks the blood away. Throws his CAPE around her body, enveloping her with his darkness. And as they fall back onto her bed...

The KISS REPEATS ITSELF. The image playing over and over. Closer and closer. Lips. Teeth. Blood. Until we're close enough to see--

--A tiny GLINT OF METAL. A nanoscopic HOMING DEVICE. In the bead of BLOOD. And BATMAN's tongue, taking it inside his body. And we **FLASH BACK TO:**

BATMAN. (PRESENT) His EYES. And now, he understands. Everything. He says one word:

BATMAN

Talia.

One word that says it all.

EXT. SKY -- DAY

The black BATPLANE banks sharply. A change in flight plan. Blowing a hole in the clouds.

EXT. OUTER SPACE -- NIGHT

CLOSE ON a SATELLITE. Black against the black of space. Floating. *WHOOOSH!* A red, gold and blue STREAK...

SUPERMAN pulls up. Inspects it. Turns it in his hands. Sees the symbol... **AT&T**. Not the right one. Not BROTHER EYE. He streaks off to the next target... and the next...

INT. PLANET KRYPTON RESTAURANT -- DAY

We pass a child's BIRTHDAY PARTY. Balloons, streamers. Over-weight dads in Flash costumes, Moms as Wonder Women. Which is why no one pays any attention to the real --

*
*
*
*

-- FLASH and WONDER WOMAN at a corner booth. Their table filled with FOOD. Kryptoburger platters. One after the other.

WONDER WOMAN

Why here?

FLASH holds up one of the enormous burgers.

THE FLASH

Calories. Lots and lots of calories...

Feeding his weakened, emaciated frame.

INT. FORTRESS OF SOLITUDE, FARMHOUSE YARD -- NIGHT

AQUAMAN, submerged in the ice pool. Mid-surgery. A WEB OF GREEN TENDRILS circle his head. THE MARTIAN is underwater with him. He's shape-shifted, his FOUR ARMS immobilizing the patient.

AQUAMAN starts to come to, his eyes filled with panic. He opens his mouth to scream... just as GREEN LANTERN retracts the surgical filaments. Success.

J'ONN J'ONZZ

Breathe... Breathe...

AQUAMAN gulps in water. Calms visibly. Sinks. Spent. J'ONN gives him a moment. Then:

J'ONN J'ONZZ

Take your hand back, Arthur.

He reaches for AQUAMAN. Touches his arm. And his life-saving water skin recedes. Transforms, coalesces back into... AQUAMAN'S HAND.

J'ONN J'ONZZ

It's time to fight fire with fire.

(then)

Are you ready, John?

ON GREEN LANTERN at the edge of the pool. Eyes closed, pure concentration. Pure effort. He's projecting a large CONCAVE DISC from his ring. A reflective surface. A GREEN MIRROR.

GREEN LANTERN

Yeah... I think I got it...

THE MARTIAN rises slowly out of the water. And almost instantly BURSTS INTO FLAME. Through gritted teeth:

J'ONN J'ONZZ

Now....!

With his MARTIAN VISION, J'ONN fires a beam of PURE ENERGY right at GREEN LANTERN. It hits the MIRROR, refracts... and MILLIONS of LASERS shoot back at him. They blast into his body, blowing out the flames. And leaving behind...

A hardened, charcoal shell. Like the Petrified Man. A moment... then the shell CRACKS. And falls away. Leaving THE MARTIAN MANHUNTER standing there. Green. Intact. And free.

J'ONN J'ONZZ

Now you, Green Lantern.

GREEN LANTERN

I... can't. My powers of concentration... It's too... I can't go in on myself...

AQUAMAN rises from the water. Stands next to J'ONN.

AQUAMAN

I think I can.

He crosses to GREEN LANTERN. Puts a hand on his shoulder. GREEN LANTERN's eyes whiz in their sockets.

AQUAMAN

You'll have to trust me, John.

He nods. AQUAMAN places his WATER HAND over GREEN LANTERN's face. Gently.

AQUAMAN

Breathe in.

GREEN LANTERN hesitates a beat. Then takes a big gulp of air. And INHALES AQUAMAN'S WATER HAND. It disappears into his lungs. And starts to DROWN HIM. He gasps. Can't breathe. He shudders. Drops to his knees.

J'ONN J'ONZZ

He's drowning!

AQUAMAN

Trust me, John....

AQUAMAN takes GREEN LANTERN down onto his back. His body bucks, fighting for life. Then he stops. Unconscious.

As he lies there, WATER begins to pour out of his ears. A puddle...

AQUAMAN reaches down, touches the water, and it becomes his HAND again. His hand, holding a tiny metallic BUG in its fingers.

GREEN LANTERN's eyes snap open and he pulls in oxygen. His lungs clear. His mind clears. And his EYES...

GREEN LANTERN
I can see... I can see...

He looks up at AQUAMAN kneeling over him.

GREEN LANTERN
Thank you, Arthur.

AQUAMAN shakes his head.

AQUAMAN
Call me Aquaman.

Off his smile...

EXT. NEW YORK STREET -- DAY

TALIA. Pushing through crowded rush hour sidewalks. To the construction barricades outside MAXWELL's BUILDING. She pushes through the plywood barrier.

PULL UP. Way UP. To a ROOFTOP across the street. BATMAN watches her enter the exposed ELEVATOR and start up for the top three floors. He fires a DART from his GRAPNEL GUN. And as the JUMPLINE snakes across the street, we're on--

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

The BROTHER EYE screen. His image repeated there.

MAXWELL LORD
So predictable. So predictable. What a nice reunion this'll be...

As he steps away...

INT. PLANET KRYPTON RESTAURANT -- DAY

FLASH, digging in. Rejuvenating, re-gaining his strength.

THE FLASH
Want some?

She shakes her head.

THE FLASH

Guess that's why you fit so nicely in the costume...

WONDER WOMAN

I've never understood the mortal male's need to objectify the female...

*
*

THE FLASH

You ever look in the mirror? Hmm? 'Cause if it's a problem, you might want to add... a cape? To the costume? Or, I don't know... pants?

*

WONDER WOMAN has to smile. He's feeling better. FLASH wipes his chin with a napkin, hears:

WALLY WEST (O.S.)

That junk'll kill you Uncle Barry...

*

It's Wally West. He's got a FOLDER OF PAPERS in his hand.

*

WALLY WEST

I'm sorry... am I interrupting? Is this a date? Seriously, is it? 'Cause, Aunt Iris? I'm just saying...

*
*

FLASH blushes almost as red as his suit.

THE FLASH

It's not a date, for chrissakes. What are you doing here? How'd you find us?

WALLY WEST

Something in the Speed Force. I always know where you are. But just a sec.

(to Wonder Woman)

Oh. My. God.

(whispers)

You're Wonder Woman. The real Wonder Woman.

Wally's eyes roll down his shirt front. He smiles a crooked late teen-age smile. WONDER WOMAN looks to FLASH: see?

THE FLASH

My nephew, Wally... He's... you know...

WONDER WOMAN

He is indeed.

THE FLASH

And, Wally, don't objectify, okay? What've you got?

Wally drops his FOLDER on the table. Slips into the booth.

WALLY WEST

Well, you wanted to know nano. Who's who, right? Who isn't, is the better question. Wayne Enterprises, Solitron, Ambicorp... they're all into the little stuff. But...

He grabs a french fry from FLASH's plate.

WALLY WEST

First of all, I got to tell you, the government needs to get better encryption technology, 'cause I was in there pretty deep, and I'm just a kid with an iPhone... but I turned up something interesting. Part of this OMAC Project.

*
*

They both lean in.

WALLY WEST

You guys are gonna love this...

As he opens his folder...

INT. MAXWELL LORD'S PENTHOUSE -- DAY

*

BATMAN. In Maxwell Lord's private residence. Three floors, connected by grand stairways. Walls of windows, shades drawn.

*
*
*

It's dark, lit by streaks of neon. Odd sculptures and objects jut out of the gloom. Filled with Max's collection of expensive things. All in a jumble, like toys a kid's gotten tired of. Sports cars, motorcycles. Enormous TV's play grainy static.

*
*
*
*
*

And from above, up the central staircase, he hears:

BROTHER EYE (O.S.)

*Wonder Woman: located: active. The
Flash: located: active. Green
Lantern: located: active...*

He moves quietly up to --

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

TALIA. Seated at the controls.

BROTHER EYE

Superman: located: active...

A BLACK GLOVED HAND rests on her shoulder. She doesn't turn around. Knows instantly.

She turns to him. Bitterness in her eyes. Passion. She spits it out:

TALIA

My beloved...

He pulls her to her feet. Close... almost an embrace.

BATMAN

Betrayed. By a kiss.

*
*

TALIA

I remember many kisses, Mr. Wayne.
The kiss that revealed your secrets,
that opened up your Cave, that let me
steal your little all seeing Eye.
That was just the last kiss.

BATMAN

You planted a tracking chip on me...
broke in, stole my surveillance...
You are your father's daughter after
all.

*
*

TALIA

My father is dead!

She slams her hands into his chest. Then, just like before, she places her palms over his heart.

TALIA

I said once, that I wanted this. No.
Now I want your identity. Your
reputation. Everything you care
about. The only things you care
about.

BATMAN

Why, Talia?

TALIA

Because you threw me away. My love
you made worthless, my sacrifice...

He yanks her back to face the screen. With its split screen images of all the other HEROES. He makes her look.

BATMAN

Because of me? You'd do this?! To
them?!

He sees her falter. Turn her eyes away. Just for a moment.

BATMAN

Wait... This isn't right... This isn't you. There's someone else...

TALIA

(false bravado)

Don't underestimate me.

The screen goes black. Then the RED EYE ICON.

BROTHER EYE

*OMAC Project Threat Level elevated:
CODE RED. Standby...*

BATMAN

OMAC Project. This can't be you.
What is this?

BROTHER EYE

*Initiate OMAC Protocols: Phase One:
standby...*

BATMAN

Dammit, Talia! Who is OMAC?!

INT. PLANET KRYPTON RESTAURANT -- DAY

At the table with WONDER WOMAN, FLASH and WALLY WEST.
Wally has his folder open.

WALLY WEST

Okay, so we know it's this One Man
Army Corps thing. Highest grade nano-
technologies, robotics. All that
stuff. But in the 70's they took a
spin through serious mind control.
Check this out...

*
*
*

He slides a stack of papers across the table. Names.
Hundreds and hundreds of names.

WALLY WEST

Babies. Bunches of 'em. It became
all about genetics. Chemical
alterations, radiation,
pharmaceuticals... who knows what.
But they trained these kids from day
one. Tried to raise a home-grown
battalion of freaks. Supposed to be
able to control the enemy just with
the power of their minds. But...

ON THE LISTS. Down one column: NAMES... Another column: BIRTH DATES, I.D. NUMBERS... And a final column, with ONE WORD repeated over and over down the page: **DECEASED**.

WALLY WEST

Cardiac Arrest... hemorrhaging...
organ failure. Mostly, their brains
turned to jelly.

THE FLASH

My God...

WONDER WOMAN

Humanity's capacity to inflict
cruelty..

WALLY WEST

Few years ago, the whole thing goes
off-line. The OMAC Project just
disappears.

WONDER WOMAN scans the LISTS.

WONDER WOMAN

And all these children? They all
died?

WALLY WEST

Yeah...

He takes the list and turns to a CENTER PAGE.

WALLY WEST

All except one.

In the long line of **DECEASED**, there's a GAP. One Birth
Date that doesn't have a Death Date. The name is
circled. A NAME WE ALREADY KNOW...

WONDER WOMAN

Jonah Wilkes.

WALLY WEST

Yeah. And it didn't ring a bell for
me either. So...

He drops the last of his research. PHOTOS. The first
shows a bunch of kids, lined up in rows. Faces we
recognize from Maxwell's VIDEO ARCHIVES. NEXT PHOTO: The
same group, only smaller. The NEXT: even fewer kids...

WALLY WEST

They're like class photos. Glad I
missed that class...

In each one, Wally has circled a single BOY. Dark hair, penetrating eyes. JONAH WILKES. Slightly crooked smile.

WALLY WEST

I ran this kid's face through a forensic program. To see what he'd look like today...

Each sheet adding a few years. Jonah Wilkes growing older and older before our eyes, becoming more and more familiar...

WALLY WEST

This guy look familiar to you?

He lays the last photo next to a copy of "FORTUNE" magazine. The caption reading: FORTUNE'S MOST FORTUNATE SON.

WONDER WOMAN

Great Zeus...

And the COVER PHOTO showing the smiling face of --

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

BATMAN

Maxwell Lord.

-- Who is just now stepping out of the shadows.

MAXWELL LORD

Hello, Bruce.

MAXWELL LORD. Face to face with THE BATMAN. Cool as cool can be. He's flanked by THREE ARMED GUARDS. Guys we recognize. The BIKERS: the RUNT in the center.

BATMAN

You. You're OMAC.

MAXWELL LORD

Yes. One Man. The last of my kind.
The sole survivor.

He takes a step closer to BATMAN.

MAXWELL LORD

Do you know your Evolutionary Theory, Bruce? I'm sure you must. Nature's relentless push toward perfection?

*

BATMAN

What are you doing, Max?

MAXWELL LORD

What I was born to do. I'm completing
the OMAC Project.

*
*

He turns to the screen.

MAXWELL LORD

Brother Eye: Phase One: Command: Go.

*

BROTHER EYE

*OMAC Project initiated. Phase One:
Go.*

MAXWELL LORD

You're gonna like this.

And the MONITOR lights up with--

--SCENES FROM AROUND THE WORLD. Capitols... Seats of
power... boardrooms... and in each one...

TRANSFORMATIONS. Power players. People we recognize
from Bruce Wayne's birthday. All becoming... **OMACS**. One
after the other.

*
*

MAXWELL LORD (V.O.)

Recognize them, Bruce? Our friends...

*

And as he talks we CUT TO:

INT. HOUSES OF PARLIAMENT, LONDON -- CONTINUOUS

A RIGHT HONORABLE GENTLEMAN TRANSFORMS before our eyes.
His body contorting as the OMAC shell encases him. He
rises, hovers over the HOUSE OF COMMONS...

INT. THE TOKYO STOCK EXCHANGE -- CONTINUOUS

A Japanese FLOOR TRADER, contorts. Rises. Joined by
another and another...

MAXWELL LORD (V.O.)

The best the world has to offer...

INT. CORPORATE BOARDROOM -- CONTINUOUS

-- A CEO OMAC, humming and drifting over his conference
table...

MAXWELL LORD (V.O.)

The power players, the captains of
finance...

EXT. NEW YORK STREETS -- CONTINUOUS

-- A LIMO's windows SHATTER as a high-class OMAC grows in the rear seat...

MAXWELL LORD (V.O.)
Military... Media...

EXT. AIRCRAFT CARRIER, FIRST FLEET -- CONTINUOUS

The BRIDGE exploding onto the deck as sailors point and scream. Nowhere to run...

MAXWELL LORD (V.O.)
What once took millennia, I can now do
in minutes. Seconds. All skipped ten
thousand generations to become...

*
*

And as chaos erupts all around the world, we're back in--

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

MAXWELL LORD
...Perfected. All because I said it
should be so. Look what One Man can
do!

*
*
*

BATMAN looks to Talia, her eyes wide, staring at the screen.

TALIA
I didn't know...

MAXWELL LORD
It was Talia, Bruce. Your weakness.
Under all that black, it turns out you
do have a heart. So with one kiss...
she got her revenge and I got Brother
Eye.

*
*
*

BATMAN takes a step toward Max. And three high-powered Semi-automatics are leveled at his chest. *CHANK!* Rounds chambered. He stops.

MAXWELL LORD
Really, I couldn't have done it
without you.

*
*
*

BATMAN
So you're, what now, Max? God?

MAXWELL LORD

No, no. These are the gods...

(to Brother Eye)

Meta-human scan: all subjects...

*

*

He points to the SCREEN. Brother Eye switches to images of the other Superheroes --

*

AT THE FORTRESS OF SOLITUDE --

-- J'ONN J'ONZZ, GREEN LANTERN and AQUAMAN recovering from their ordeal...

MAXWELL LORD (V.O.)

The ones we worship and trust?

Those who fell to earth from other

worlds. Those who rose from the seas.

With their brave hearts and strong

wills...

AT THE MIR SPACE STATION --

-- SUPERMAN, still hunting satellites...

MAXWELL LORD (V.O.)

...And their absurd powers. Their

absurd vows to protect and bring

peace.

AT PLANET KRYPTON --

-- WONDER WOMAN, FLASH and Wally West, hunched over their papers. Putting two and two together...

MAXWELL LORD (V.O.)

But they're false gods, aren't they?

Weak gods. Imperfect. We know that,

Bruce. You and I...

*

*

INT. MAXWELL LORD'S CONTROL ROOM -- CONTINUOUS

MAXWELL LORD

Because we know they can be beaten.

How they can be beaten. By one man.

*

*

BATMAN

You haven't beaten them, Max. Slowed them down, maybe, but they'll stop you.

*

MAXWELL LORD

I'm betting they're going to want to
save you first.

BATMAN

From what? You?

MAXWELL LORD

(to Brother Eye)

Activate OMAC Beta. Target: Creator.

TALIA

Max, no...! Don't...!

BROTHER EYE

Sequence initiated: Activate.

MAXWELL LORD

Not from me...

*

And before BATMAN's eyes, the RUNT BIKER transforms. His
head snaps back as his body is taken over by the OMAC,
dormant within. The other BIKERS recoil in horror.
And...

Tendrils SHOOT OUT of this new OMAC and enter the bodies
of the other two. Infecting them. And they TRANSFORM,
too.

MAXWELL LORD

From them.

THREE **OMAC's**. Hovering in mid-air right behind Maxwell
Lord. Glowing. Humming. Deadly.

MAXWELL LORD

Happy Birthday, Bruce...

*

*

INT. FORTRESS OF SOLITUDE -- DAY

DENVER P.D. DETECTIVE JOHN JONES. Blue suit and tie.
Stands with AQUAMAN and GREEN LANTERN in the middle of
the Ice Cavern. What's he doing here? A beat, then...

*

*

*

His face, his body... MORPH back into their true form:
J'ONN J'ONZZ. Getting his power back.

*

*

J'ONN concentrates and... his body is suddenly WRACKED
with pain. His head snaps back. And, for just a
second...

*

He is BATMAN. In agony. He lets out a scream to match
the scream coming from --

INT. CONTROL ROOM -- DAY

*

-- BATMAN in the grips of all three OMACS. Pincers around his arms, his legs. His body. His ribs popping. His howl of anguish carries to --

EXT. OUTER SPACE -- DAY

*

-- Where SUPERMAN's head snaps to look down. At the Earth far below. Gets a pin-point and takes off. So fast, space ripples behind him. The scream echoing to --

INT. THE FORTRESS OF SOLITUDE -- DAY

*

-- Where the DISTORTED BATMAN reverts to J'ONN J'ONZZ. Eyes wide.

J'ONN J'ONZZ

The Batman... In torment...

*

GREEN LANTERN

Lead us to him...!

*

J'ONN J'ONZZ

I don't know if I can fly yet...

AQUAMAN

You can and you will. We're back,
J'onn. No more fear.

As they move...

INT. CONTROL ROOM -- CONTINUOUS

BATMAN is losing consciousness. The life squeezed out of him.

TALIA

Max! Don't! This isn't what I
wanted!

MAXWELL LORD

Not what you wanted. Hmmm. The
things we didn't want. You know what
I didn't want? I didn't want to wake
up every morning with my brains oozing
out of my nose... but, you're right...

(to the OMACS)

Command interrupt: Hold: Disengage.

The OMAC Beta's stop. Loosen their grips. And BATMAN drops to his knees. Sucking in air. Through his teeth:

BATMAN

What do you want?

MAXWELL LORD

Well, I guess I'm a Perfectionist at heart, Bruce. I want a world... evolved. Evolved to a point where children don't lose their parents...

*
*
*
*

BATMAN'S HAND. As it inches toward his UTILITY BELT...

MAXWELL LORD

Where friends don't die, no one's alone... Same as you, I suppose...

*

BATMAN

We're not the same.

...Into a compartment, his fingers reaching...

MAXWELL LORD

No? Who was it that spent hours and years figuring out how to kill all his friends. You or me?

BATMAN

I'd never...

MAXWELL LORD

Oh, come on, Bruce. You loaded the gun. I just pulled the trigger.

BATMAN's hand. Opens. And a CHAFF BOMB drops. Hits the floor... tinktinktink... and... *KACHDOOM!* The room fills with a confetti of metallic glitter. Blinding the OMAC's sensors.

MAXWELL LORD

Re-engage...!

But they're lost in the chaff. BATMAN's first thought: Talia. He pulls her to a safe corner. The yanks two LIMPET GRENADES and makes a run for the computer. Gonna take it out.

But before he can set the charges, one of the OMACs clears, takes a swing with its deadly PINCER. BATMAN dives clear. But the second OMAC is on him. It rams him into a wall with a sickening *THUDD!*

He lands next to a cowering Talia.

TALIA

Forgive me...

The third OMAC lifts BATMAN by the throat and flings him across the room... *WHHUMMP!* Into a steel pillar.

BATMAN pulls himself up to one knee. Broken. No way to win this one. And... all three OMACs get him at once. Pincers around his SKULL... his NECK... his CHEST. Talia tries to pull him free.

TALIA

Max! You'll kill him!

MAXWELL LORD

Oh, no, Talia... I don't want to kill him. Until they come for him, I just want him to scream.

*
*
*

ON BATMAN'S FACE. His skull in the vice grip. Sweating, gasping. Grinding his teeth in a death grimace. He's not going to give in to Max. Not going to scream again.

And a SINGLE DROP OF BLOOD collecting on the nose piece of his MASK. As it falls...

INT. PLANET KRYPTON RESTAURANT -- DAY

Three faces -- WONDER WOMAN, THE FLASH, and Wally West -- three shocked faces... All turned towards the TVs above the bar, tuned into:

*

ON THE TELEVISION

A REPORTER at the U.S. CAPITOL. And there's a battle going on. SOLDIERS and COPS trade fire with a DOZEN OMACs on the Capitol steps. Blasts of RED ENERGY BEAMS explode. Bodies thrown all over the place.

REPORTER (ON T.V.)

...forces are pinned down here at the Capitol. No one seems to know what these things are or where they came from...

FWDDDD! A CAR is BLOWN UP INTO THE AIR. Careening right for the Reporter. And the screen goes black.

AT THE TABLE

THE FLASH

That doesn't look good.

Suddenly we hear a voice.

J'ONN J'ONZZ

Diana... Flash... The Batman... needs us... now...!

*

FLASH turns to WONDER WOMAN. Wally hasn't heard. *

THE FLASH
It's the Martian. *

WALLY WEST
What? What's the Martian? *

WONDER WOMAN's already on the move. To FLASH: *

WONDER WOMAN
I'll go. *
(re. TV News) *
Flash, find out what that's all about. *

WALLY WEST
What's happening? Where're you guys
going? *

THE FLASH
Stay. *

And he means it. FLASH and WONDER WOMAN dash for the doors.

INT. MAXWELL LORD'S CONTROL ROOM -- DAY

BATMAN. His arms twisting in their sockets, his mask cracking and splintering. Whispers:

BATMAN
Stay away... Don't come...

MAXWELL LORD
Would you come? Really, Bruce, after
what you did to them all?

BATMAN
Don't come...

EXT. ARCTIC COASTLINE -- DAY

AQUAMAN. At a dead run. Straight for the top of an ICE CLIFF at the end of the world. He hits the edge and LAUNCHES HIMSELF. Falls hundreds of feet straight down to the sea where...

A KILLER WHALE rises out of the water. AQUAMAN lands on its back. And the whale dives, taking him down.

INT. CONTROL ROOM -- DAY

BATMAN hangs limp as a rag doll in the OMAC's grip.
Barely conscious.

MAXWELL LORD

What a shame. He was always going to
be the easiest to take down... *

TALIA

Max... you bastard...

MAXWELL LORD

You've got to admire him. Ah, well...

He goes to her, tries to lead her away from BATMAN.

MAXWELL LORD

The costume... You should have it as a
memento mori...

KACHDOOM! The wall explodes in a shower of concrete and
twisted rebar.

SUPERMAN. To the rescue.

He charges into the OMACs. Catches one in the mid-
section, bending it double. Lands a right hook on a
second. **KACHUNGCCG!** A metallic ring. The OMAC topples.

SUPERMAN goes for BATMAN, crumpled on the floor. When:
THRZZACCK! A powerful PULSE OF ENERGY shoots out of the
third OMAC's EYE. Hits him in the back, drives him
across the room.

And the OMACs swarm. All three hammering FISTS, clamping
PINCERS. But he's un-fazed. They're gnats to him. He
carries them on his back, under the onslaught. Kneels by
BATMAN and checks for a pulse. His eyes flutter open. *

BATMAN

It's a trap... stay away...

EXT. ARCTIC TUNDRA -- DAY

Blank ice. All white. **BABDOOM!!** A GIANT GREEN FIST
punches a 20 foot wide hole in the tundra and THE MARTIAN
MANHUNTER jets through. He hits the air at full speed...
GREEN LANTERN right behind. They're coming... *

INT. CONTROL ROOM -- DAY

SUPERMAN shields BATMAN with his cape. Doesn't see the BIGGEST OMAC rearing back with two deadly steel BLADES.

BATMAN

(rasping)

Behind you...

The OMAC Beta ready to plunge them in deep. **THHP THHP THHP**... A GOLDEN ROPE snakes across the room. Wraps the OMACs raised arms.

WONDER WOMAN

I've got his back.

WONDER WOMAN. She plants her feet and yanks the OMAC into the Control Panel. Sparks fly.

It comes up firing. Energy bolts like a submachine gun. WONDER WOMAN deflects them with her BRACELETS. Right back into the body of the machine. **KABLOOM!** Blown apart.

The next OMAC clamps a PINCER on WONDER WOMAN. Wrong move. She grabs its massive arm and YANKS. **POPP!** Clean out of its socket. She swings it like a baseball bat... **KALANING!** Drives the OMAC's HEAD right off its shoulders.

MAXWELL LORD

Well. That's a design flaw...

The LAST OMAC swings KILLER BLADES like buzz saws. But she strides right into the teeth of the thing. Unloads with a devastating ROUND HOUSE. A SPIN KICK, a barrage of LEFT HOOKS and clobbering RIGHT HANDS. A powerhouse.

The OMAC can't stand up to the beating. Down on one knee, it turns its EYE up to face her and... **POW!** WONDER WOMAN cleans its clock.

Barely out of breath, she turns on Maxwell Lord.

WONDER WOMAN

Mr. Lord, your nose is bleeding.

He pulls a handkerchief. Dabs.

MAXWELL LORD

Thank you. I'm afraid I'm prone.

Off his calm, controlled smile --

EXT. KREMLIN -- DAY

THE FLASH stands in the center of RED SQUARE. In front of him... chaos. OMACs in a firefight with Russian soldiers. People running and screaming.

THE FLASH

Here, too. Damn.

And he's gone in a flash.

INT. CONTROL ROOM -- DAY

Three heroes against one man. With his infuriating smile.

MAXWELL LORD

Well. You certainly made that look easy.

WONDER WOMAN

Turn it off. Now.

MAXWELL LORD

Yeah. No... I don't think I could if I wanted to, frankly. We're a little past that point.

He laughs. More BLOOD. Dotting the cloth.

WONDER WOMAN

We will stop you. Anything you throw at us. You know that, don't you... Jonah?

Max's smile vanishes.

*

MAXWELL LORD

What...? What did you... call me?

*

WONDER WOMAN

Jonah. Jonah Wilkes, isn't it?

MAXWELL LORD

What are you... who...?

*

He's suddenly angry.

*

MAXWELL LORD

No...! Not Jonah! You don't use that name...! You don't have the right to use that name! Jonah's dead! There's only Max! Maxwell Lord! One Man...! Me...!

*

*

*

*

His nose is pouring blood now.

MAXWELL LORD
You don't... nobody...!

His anger goes as quickly as it came. He blinks. Then: *

MAXWELL LORD
Wait. Wait, wait, wait... no, it's
okay. I'm in. I'm inside. I knew I
could, if I got him close enough... *
Yeah, I got him. It's okay... *

And now he's suddenly calm. The smile comes back.

MAXWELL LORD
I'm in.

And out of nowhere...

WONDER WOMAN is HIT FROM BEHIND. An annihilating BLOW.
It smashes her FACE FIRST into a wall. Sinks her to her
knees. She turns back to to see...

SUPERMAN. Transformed. Utterly. His face twisted,
DARK. Eyes filled with RAGE.

BATMAN
Clark...? What are you doing...?

A war raging within the Man of Steel.... WONDER WOMAN
knows at once.

WONDER WOMAN
The OMAC Project... Mind control.

MAXWELL LORD
I'm making him see what I want him to
see. Know what I want him to know...

SUPERMAN breathes like a bull.

MAXWELL LORD
And right now, he knows... he's just
found out... that Lois Lane -- his one
love, his only love -- has been
murdered. Tortured and murdered.

SUPERMAN LOOMS. Advances. A monster. A killing machine.

TALIA
No... Max, no...! It's too much...!

Stalking. Closer and closer. WONDER WOMAN his prey.

MAXWELL LORD

And the best part...?

He rushes her. Grabs her. Lifts her over head...

MAXWELL LORD

He thinks you did it...!

...And hurls her through the hole in the floor to the

LOWER LEVEL

Where she lands with a bone-crushing *THUDD!*

SUPERMAN slowly descends through the hole. Pure menace. Lifts his FIST again, ready to drive it down when...

A BLACK SHAPE lands on his back. BATMAN. Two HIGH-VOLTAGE ELECTRICAL CABLES in hand. Legs locked around SUPERMAN, he jams the cables against his temples.

100,000 volts of electricity surge through SUPERMAN'S brain. He bucks and bellows, eyes rolling white. And the LIGHTS flicker and go to BLACK. *

When the power comes back up... SUPERMAN stands, temples smoldering. Face to face with BATMAN. Dead eyes:

SUPERMAN

It's not you I want...

And he back-hands BATMAN up and through the ceiling to the UPPER LEVEL.

SUPERMAN

It's her...!

He turns, and WONDER WOMAN's right on top of him. Arms outstretched. She slams her AMAZONIAN BRACELETS against SUPERMAN's ears. The concussion sends a shock-wave so strong it buckles support girders, tosses debris. A mini-atom bomb.

SUPERMAN grabs his ears in agony. WONDER WOMAN pounds a KICK into his mid-section. He buckles, flies backwards across the room. Skids to a stop.

WONDER WOMAN

Kal! Fight it...! It's not real...!

He doesn't hear, can't hear. A BLAST of HEAT VISION. And another. And another. WONDER WOMAN dodges, gets behind him and powers a KIDNEY PUNCH into his back.

He drops to his knees. She loops her LASSO, trying to tie him up. But he gets a hand in and grabs an end. Tethered, he WHIP-SLINGS her overhead and *CACHUNK!!*

Through the floor and down to the --

NEXT LOWER LEVEL

SUPERMAN reels her in by her own rope. Looks through the hole and... *THSWICKK!!* WONDER WOMAN slings her TIARA. It rips a slice out of his neck. He falls back, lets go. And the LASSO retracts.

WONDER WOMAN waits. Ready for anything. Nothing comes. So she rises through the ceiling to the

UPPER LEVEL --

And... *FWOOOM!* SUPERMAN hurls one of Max's trophies -- a MUSCLE CAR -- right for her. Direct hit. It drives her back... through the glass and steel wall and out over --

LOWER MANHATTAN

And down, down, down... Hurtling to the crowded street below at 32.2 feet/second². WONDER WOMAN pulls herself free of the wrecked car. Gets under it and stops the fall just feet shy of the pavement. Uses it to shield pedestrians from the deadly debris.

All safe, she drops the shell of the CAR and comes up with the ENGINE BLOCK in her hand. Screams up the side of the building and... *KACHANNING!* Slams the hundreds of pounds of metal into SUPERMAN's face. Tossing him back and up into --

THE CONTROL ROOM

Maxwell looks on, smiling, as SUPERMAN gets to his feet. Watches WONDER WOMAN ascend. The two most powerful beings in the world facing off in a DEATH MATCH.

MAXWELL LORD

Amazing...

*

And they're on again. They FLY straight into one another. A colossal mid-air COLLISION.

SUPERMAN goes low and comes up under WONDER WOMAN. Hands around her NECK. He BLASTS UPWARDS -- RIGHT THROUGH THE CEILING. Driving her UP and UP and AWAY.

ON TALIA, kneeling by BATMAN's lifeless body. Helpless.

And MAXWELL LORD. Blood streaming down his face.

MAXWELL LORD
How am I doing, Jonah...?

Lips curled in a vicious grin.

EXT. EARTH'S ATMOSPHERE -- DAY

The Earth recedes below. Fast. SUPERMAN's got WONDER WOMAN by the throat, driving her backwards, upwards.

Their two faces inches apart, his eyes glow RED. BEAMS of HOT X-RAY ENERGY shoot out. Close range. WONDER WOMAN gets a BRACELET up, blocks the blast. Deflecting it back INTO SUPERMAN's OWN FACE. He loses his grip.

WONDER WOMAN's turn. She grabs SUPERMAN by the hair, heaves with everything she's got. Flings him, spinning head over heels right into --

THE MOON...

A CRASH LANDING in a cloud of moon rock and dust. Wiping out the famous AMERICAN FLAG planted there.

ON WONDER WOMAN. Gazing at the moon, huge and distant. She knows he's coming.

And he is. A speck, growing bigger fast. Blazing right for her, silhouetted against the MOON. She takes off in SUPERMAN's direction, like a rocket. On a collision course. Two interstellar bodies ready for impact.

At the last second, WONDER WOMAN veers upwards. Drops a loop of her LASSO around SUPERMAN's NECK. Yanks him to a dead stop. Throws coil after coil around his body, pins his arms.

She pulls tighter and tighter, plants a knee in his back. Bends him almost double. But it only enrages SUPERMAN. He works a hand free, grabs WONDER WOMAN's wrist. And SQUEEZES. If we weren't in OUTER SPACE, we'd hear her SCREAM as the bones break.

She lets the lasso slip and SUPERMAN takes his shot. Both fists. Devastating. She jack-knifes back in slow Zero Gravity rotations. Unconscious. The LASSO OF TRUTH trails out behind her... then suddenly GOES TAUT.

SUPERMAN has the other end. He swings her in circles. Faster and faster. She's a smear of color at the end of her own rope.

When SUPERMAN lets go... it's not a free fall... it's not like a bullet... IT'S SUPERSONIC. Like a meteor.

EXT. LOWER MANHATTAN -- DAY

The BURN OF RE-ENTRY turns WONDER WOMAN into a FIREBALL. Streaking across the sky. Down... down... down... And right into... NEW YORK HARBOR. *KASWOOOSH!*

EXT. HUDSON RIVER -- DAY

UNDERWATER. At the murky bottom of the Hudson River. WONDER WOMAN, lifeless in a deep crater. The swirl of silty water. Alone. Helpless. Until... A FIGURE emerges from the darkness. Green and Gold.

AQUAMAN. He creates an AIR BUBBLE around her. PUTS HIS LIPS TO HERS. And breathes. The breath of Life. Forcing oxygen back into her battered lungs.

WONDER WOMAN gasps for air. Opens her eyes.

AQUAMAN
Princess...

WONDER WOMAN
One request...

*
*

AQUAMAN
Anything.

WONDER WOMAN
Slow Superman down.

He nods. Lifts his head and emits a cry in a language of sonic waves. And his subjects respond. Perch, Carp, Barracuda, Eels. River creatures of all descriptions emerge from the murk.

As the AIR BUBBLE dissipates, TWO DOLPHINS curl in and carry WONDER WOMAN away. One under each arm. Gone.

EXT. OVER NEW YORK HARBOR -- DAY

UP, UP IN THE SKY. SUPERMAN plummets to Earth, following WONDER WOMAN into New York Harbor. Slices into the river, barely a ripple.

EXT. UNDERWATER -- DAY

*

He lands in the CRATER at the bottom of the Hudson. His maddened eyes search for his prey.

*

Instead, he finds WALL of hostile SEA CREATURES. They come at him like scaly bullets. He bats them away by the thousands.

In the confusion of fish he doesn't see AQUAMAN emerge. TRIDENT raised. He slashes for SUPERMAN's chest. Three ugly tears across the "S". SUPERMAN glares at AQUAMAN. Death in his eyes.

EXT. OVER NEW YORK HARBOR -- DAY

DASHWOODSHHII The river EXPLODES, sending AQUAMAN flying. Ruined Trident still in hand, arms and legs spinning like mad, he slams into the

WOOLWORTH BUILDING

And drops for the street below. Seconds before impact, a GREEN NET forms under him. Catches him. And brings him safely down next to GREEN LANTERN and J'ONN J'ONZZ.

AQUAMAN

We need to find Diana...!

THE MARTIAN scans with his mind. Locates her. Points to the high-rise on the river bank.

J'ONN J'ONZZ

There...!

INT. CONTROL ROOM -- DAY

WONDER WOMAN. Back in the Control Room. Burned and bleeding. Tiara gone, hair wet and wild. But she's back. Maxwell faces her. Smiling.

MAXWELL LORD

You were the only one I couldn't get to.

WONDER WOMAN

Mind control. Such an insidious power.

MAXWELL LORD

Not even Superman could take you out. Amazing.

She goes to the LASSO OF TRUTH. Coils it around him, pulls him to her. Rough. She's calm, steely.

WONDER WOMAN

Tell me how to turn this off...

MAXWELL LORD

Oh, are we going to tell the truth now? Diana...?

WONDER WOMAN

How do I stop this?!

MAXWELL LORD

You want to know the truth? The truth is, you weren't there. None of you. Not one of you was there.

WONDER WOMAN

Tell me...!

MAXWELL LORD

You weren't there for Tom Parnell or Karl Bader or Glenn Burke. Where were you for Billy Hardwick? Darius Woods?

WONDER WOMAN

This ends now...!

MAXWELL LORD

They were children! And they were dying! And you weren't there!

He's shouting. Angry, hurt. Right in her face:

MAXWELL LORD

Jonah Wilkes! Jonah Wilkes needed saving! Where were you?

The whole building shakes, trembles... A wall crumbles... And there he stands, water steaming off his back... SUPERMAN.

He flies straight for WONDER WOMAN, when... *ZWAM!* He slams into a green barrier. PULL BACK to see he's run smack into... ANOTHER SUPERMAN. Green, translucent. Projected from GREEN LANTERN's ring.

An exact replica. With all the might of the original. With a fist like a 10-megaton bomb, the GREEN SUPERMAN -- pounds SUPERMAN square in the jaw. Back out --

OVER MANHATTAN

*

It's SUPERMAN versus GREEN SUPERMAN as they duke it out. Mid-air. Fists flying, like a Super-Heavyweight title fight. Except... every time SUPERMAN slugs his mirror image, the GREEN SUPERMAN grows. Bigger and bigger.

Until the gargantuan projection is big enough to grab SUPERMAN in its FIST. The squeeze.

Through the fingers, SUPERMAN sees GREEN LANTERN, standing on a ledge, directing the attack.

SWSSHHHHH! A blast of his SUPER BREATH collapses the whole side of the building. Takes GREEN LANTERN out under an avalanche of steel and glass. And the GREEN SUPERMAN vanishes as its creator blacks out...

IN THE CONTROL ROOM

Maxwell, still wrapped up, still fighting against the power of the LARIAT. She yanks the rope, pulls him to his knees.

WONDER WOMAN

Enough!

MAXWELL LORD

You're right. It is enough. Nobody likes a pity party.

Blood drips from his nose onto his shirt.

MAXWELL LORD

Here's the truth. There's only one way to stop this, Princess...

(beat)

Kill me.

He looks up at her with a sick grin.

And SUPERMAN steps back in through the hole in the wall. Eyes gone black. Nothing left in them, nothing recognizably human. A guttural howl builds as he lumbers for her...

WOMAN (O.S.)

Kal... Kal El.

SUPERMAN stops. Turns. And sees... his MOTHER. LARA-EL. Beautiful, otherworldly.

ON MAXWELL:

MAXWELL LORD

It's the only way. To get me out of his mind, to turn this off... You'll have to kill me.

ON SUPERMAN, his face softening. His MOTHER moves around between him and WONDER WOMAN. Holds her arms out.

LARA-EL

Kal-el... My son...

He takes a step towards her...

ON MAXWELL:

MAXWELL LORD

But you won't, will you? You won't
because you made a vow. A solemn
pledge never to kill. Never to take a
human life.

WONDER WOMAN knows he's right. At war with herself. She
pulls the LASSO around his neck like a noose.

MAXWELL LORD

You want to. You want to so bad I can
smell it on you. Like a perfume...

ON SUPERMAN: a step closer and a step closer. Wanting
the embrace of his mother. But his eyes turn blood red
and he SCREAMS in PURE RAGE. *PAWHAMMM!* He charges LARA-
EL with the full force of his wrath.

A devastating blow sends her crumpled body skittering
across the floor. She MORPHS. Into a WOUNDED DOG. Then
back into her real form... J'ONN J'ONZZ. Collapsed.

ON MAXWELL, in the noose. Eyes in WONDER WOMAN's face.

MAXWELL LORD

You can't do it...

She turns to see SUPERMAN blazing right for her.

He hits her from behind. Arms around her neck. He pulls
her up. And up. Rising. She still holds the LASSO,
the other end around Maxwell's neck. It pulls tight. It
would be so easy. Just a gentle tug...

MAXWELL LORD

You know you can't kill me...

Maxwell's calm is unnerving. Eerie. He knows she won't
do it. And he's right.

She lets the LASSO slip through her fingers.

It slackens. Drops.

ON GREEN LANTERN... J'ONN J'ONZZ... AQUAMAN... and...

SUPERMAN. Teeth bared, ready for the kill. And...

WONDER WOMAN. Resigned to her death.

MAXWELL is triumphant.

*

MAXWELL LORD

Where were you? Where were any of you
when I needed you?

In the last moment of his life. A DARKNESS envelopes him
from behind. A BLACK CAPE. It engulfs him. And the
last words Maxwell Lord hears on this Earth are:

*

BATMAN

Right here....

*

KRRKKKI MAXWELL'S NECK BREAKS. Like the sickening
snapping of twigs, like knuckles popping...

AQUAMAN

No...!

...And he drops. Dead. Wrapped in the shroud of
BATMAN's cape.

ON SUPERMAN: The color returning to his eyes. He relaxes
his grip and WONDER WOMAN falls to the floor in a heap.
Right across from --

-- BATMAN. He rises, pulling the cape off of Max's dead
body. Straddling him. Looks down.

BATMAN

What one man can do, Max...

WONDER WOMAN

(a whisper)

Batman, no... no...!

She's wrecked. Beaten. Bleeding.

SUPERMAN descends. Confused. And bleeding, too. Sees
WONDER WOMAN's crumpled form. Tries to shake the dirt
from his mind.

SUPERMAN

Diana...? What...?

He reaches for her, but she recoils in fear. Crawls away
from him. Over to AQUAMAN... GREEN LANTERN... THE
MARTIAN. All wounded, damaged.

SUPERMAN can't figure it out. Finds MAXWELL'S DEAD BODY.

SUPERMAN

No... What is this? Who did this?

BATMAN

I did.

SUPERMAN

You did... what?

BATMAN

What had to be done.

SUPERMAN shakes the fog off. Rises to his feet. This time it's righteous anger.

SUPERMAN

No... No...! This isn't who we are!
We never -- never! -- take a human
life. It's unacceptable.

BATMAN

Accept it. It's done.

SUPERMAN

This makes you no better than him.

BATMAN rushes SUPERMAN. Gets in his face. The intensity of his whisper:

BATMAN

You were killing her! Diana would be
dead...!

This is a slap. A gut-punch.

SUPERMAN

What...? Diana...?

WONDER WOMAN still on the floor...

WONDER WOMAN

Max was inside your mind... he turned
you... You were...

BATMAN

It was... inhuman. Inhuman.

SUPERMAN sees the burn marks, the blood. The others, their injuries. Knows its true. All of it.

SUPERMAN

My God... I'm sorry... I'm so sorry...

He takes off his cape, wraps it around WONDER WOMAN. He touches WONDER WOMAN's face.

SUPERMAN

Diana...

She looks up at him. Touches his wounds. That she gave him. Forgives him.

WONDER WOMAN

It wasn't you, Kal... It wasn't you...

SUPERMAN looks up at BATMAN. The truth rushing in. *

SUPERMAN *

Then... you were right... *

He lowers his head in shame. A beat. Then: *

BATMAN

It doesn't matter. It's over.

But... THREE WORDS ring out in the silence.

MAXWELL LORD

No it's not...

They all turn to the BROTHER EYE computer. And Talia...

TALIA

Beloved...?

...TRANSFORMING. A network of cables enter her body. Tendrils lifting her up, pulling her into the computer. Suspending her, embedding her. Her body heaves and shakes as she CHANGES. Becoming metallic. Robotic. Not an OMAC. Something else. She's become...

BROTHER EYE.

And the voice that comes out is... MAXWELL LORD'S.

TALIA/MAXWELL

...It's just the beginning.

The SCREEN behind her flashes to:

-- People. Regular people. All over the world. In MARKETS... RESTAURANTS... OFFICES...

TALIA/MAXWELL (V.O.)

*...You see? What we've done?
Together? The final evolution. The
OMAC Project completed. The
relentless pursuit of Perfection.*

...All changing, morphing... RISING. Becoming OMACS.

CUT TO:

-- WEMBLEY STADIUM, LONDON. A soccer mid-fielder transforms in front of 70,000 spectators...

-- AN INNER-CITY PLAYGROUND. A kid on a rusty swing...

TALIA/MAXWELL (V.O.)
*And it will be perfect. No more war,
no more conflict. No more death.*

-- VENICE BEACH. A girl in a bikini playing volleyball...

TALIA/MAXWELL (V.O.)
*Everyone, everywhere, thinking with
one mind. One great mind...*

-- A JAPANESE NIGHT CLUB. The DJ spinning records...

TALIA/MAXWELL (V.O.)
Mine...!

-- THE CONTROL ROOM. Scenes playing out on BROTHER EYE's screen...

TALIA/MAXWELL
*Maxwell Lord was just the mortal
shell. But now... Batman... you've
given me... Immortality!*

-- The WHOLE WORLD. OMACS. Everywhere.

J'ONN J'ONZZ
How? How's he doing it?

GREEN LANTERN
How everywhere at once?

Max's VOICE, from the robotic Talia:

TALIA/MAXWELL
*How? You give them the one thing they
all want. What everyone needs...*
(beat)
Dinner.

ON BATMAN, getting it:

BATMAN
The restaurants...

GREEN LANTERN
Planet Krypton...

WONDER WOMAN
It was in the food...

TALIA/MAXWELL
*Maxwell Lord's Special Chef's sauce.
The most innocuous of delivery
systems... "Over a Million Served...!"*

WONDER WOMAN
Could it be? A million...?!

TALIA/MAXWELL
*One bite of the apple, and we all lost
Eden...*

GREEN LANTERN
Superman, blow the computer!

BATMAN
No! Not with Talia...

TALIA/MAXWELL
*Destruct protocols: initiate. Meta-
human elimination: priority one. All
OMAC engage.*

And the SCREEN GOES BLACK. And Talia slumps forward in her harness of wires. Then a single message blinking over and over:

<COMMENCE: OMAC WAR>

Six pairs of eyes stare. And... *SWSSSHHH!* FLASH barrels into the room.

THE FLASH
Okay, I've been all over the place,
and they're everywhere. Every major
city. And it's growing. We're going
to need a massive response....

He stops. Takes in the devastation. The beaten heroes.
The flashing message.

THE FLASH
What'd I miss?

ON SUPERMAN:

SUPERMAN
If it's war he wants...

And WONDER WOMAN:

WONDER WOMAN
By all the gods, we'll give him war.

EXT. OUTER SPACE -- DUSK

*

In the silence... BROTHER EYE. Sleek. Black. Waiting.
Watching the gathering storm over --

EXT. NEW YORK CITY -- DUSK

STORM CLOUDS. The setting sun making them purple, orange and BLOOD RED.

EXT. ROOFTOP, LOWER MANHATTAN -- DUSK

They're all here. All but BATMAN. Gathered, waiting shoulder to shoulder for the battle they know is coming. They scan the skies over the harbor. Nothing.

J'ONN J'ONZZ
"Meta-human Elimination."

GREEN LANTERN
That's us.

WONDER WOMAN
We're the priority targets. They'll come here first.

SUPERMAN
There's no time to clear the city, so watch your collaterals. They can hit us, but we protect the population. At all costs.

*

AQUAMAN
But they are the population. There are people inside those machines...

THE FLASH
This is gonna be tough.

SUPERMAN
Tough is what we do.

He's right. The others nod. It's what they do. A moment while they contemplate, consider. Then:

THE FLASH
Is it just me, or is this kind of cool?

Their looks.

THE FLASH
All of us here? Together? Saving the world...? You know...

Everyone stares forward, scan the skies.

THE FLASH

Anyway. It's always been kind of a dream of mine.

Pause. Then, the team breaks:

SUPERMAN

Mine, too.

WONDER WOMAN

Yes.

GREEN LANTERN

Same here.

J'ONN J'ONZZ

Absolutely.

AQUAMAN

I confess.

Their faces say it all. Another pause.

THE FLASH

Shame Batman's not here.

INT. MAXWELL LORD'S CONTROL ROOM -- CONTINUOUS

BATMAN works the computer, trying to break in and shut it down. Above him, Talia, tethered to the machine.

BATMAN pounds the controls. Can't crack the system. Looks up. Decides. He pulls the cables. Yanks them, hacks at them. One by one they fall away. All except for one, embedded in her HEART.

She falls forward into his arms. And her eyes blink open to find his.

TALIA

Beloved... my beloved...

BATMAN

Talia...

TALIA

I'm sorry. So sorry. I just wanted... You. So much. And for that...

She looks at her metallic hands.

TALIA

The price I pay...

Human tears in her machine eyes. They are dimming. The light going out.

BATMAN

Stay with me...!

TALIA

I can feel it. The machines, they feed off the energy inside... draining...

He's losing her. And he knows it. But she's got something to tell him. She grabs him, pulls him close.

TALIA

He's moving... Max... the mind of the machines... he's looking for a new host... It'll be... an evolution... something... greater than all the others... Look for...

And the light is gone. She goes limp. BATMAN leans forward and KISSES HER. His lips of flesh, hers of metal. Enough charge to wake her. Just for a moment.

TALIA

Beloved... I should have been...

And the last cable snaps off. Releasing her. BATMAN's left with her body, heavy in his arms.

BATMAN

No. It's me. I should have been...

Touches her face.

BATMAN

A better man.

EXT. ATLANTIC OCEAN -- DUSK

CLOSE ON a single OMAC, gliding fast and low over the water. PULL BACK. Next to it, another OMAC... and another... and another. WIDEN to see the full force of the **OMAC SWARM**.

*

EXT. ROOFTOP, LOWER MANHATTAN -- DUSK

Still waiting.

THE FLASH

They're taking their sweet time.

GREEN LANTERN
How many will it be do we think?

J'ONN J'ONZZ
We'll find out.

AQUAMAN
Will six of us be enough?

A VOICE from behind them.

WALLY WEST
Seven.

Wally West. Dressed in his knock-off UNIFORM. Like
FLASH's twin. Five sets of eyebrows are raised.

THE FLASH
Wally?!

WALLY WEST
Thought you could use some help.
(he waves)
Hey, Wonder Woman.

THE FLASH
No. Uh uh... No way.

WALLY WEST
C'mon, Uncle Barry, I can do this.

Green Lantern looks to Wonder Woman for an explanation.

WONDER WOMAN
His nephew. Apparently he's fast.

AQUAMAN
Good god, there's two of them.

FLASH is shaking his head.

THE FLASH
No way. Something happens to you,
Iris'd kill me. Go home.

WALLY WEST
Please...!

WONDER WOMAN
Flash. We're short handed.

J'ONN J'ONZZ
And hardly at full strength...

Their injuries evident, FLASH knows she's right.

THE FLASH

Okay. But hang back. No risks.

WALLY WEST

Done...

He makes introductions, pumping hands energetically.

WALLY WEST

Hey, how you doing? I'm Wally. Wally West. But you can call me Flash Two, or Flash Junior, maybe. I was thinking Kid Flash at first, but it seems a little, you know, Junior League. But whatever you guys come up with. Who makes those calls? Superman?

ON AQUAMAN: You've got to be kidding.

THUNK! A GRAPNEL DART hits the water tower and *ZIPP!* BATMAN pulls himself onto the roof at the end of a zip-line. Staggers to a landing.

BATMAN

It's moved. Max transferred the control to a new host. It'll be a single source, something directing all the others...

WONDER WOMAN

And Talia?

BATMAN just shakes his head.

SUPERMAN

What are we looking for?

BATMAN

I'm not sure. But it'll be in one of those...

*

He points. On the horizon: A black speck, flying low over the water. And it's moving. Fast. Growing. Expanding as it gets closer and closer. Becoming a CLOUD. A dark blue cloud of death. THE OMAC SWARM.

SUPERMAN

Aquaman: you're the first line of defense.

AQUAMAN

Got it.

AQUAMAN leans forward, sends out a high-pitched SONAR SIGNAL. FOLLOW THE CONCENTRIC SOUND WAVES TO --

THE NEW YORK HARBOR

And THE OMAC SWARM. Their low hum amplified to a ROAR as they hone in. When the SIGNAL hits the waves...

The water ERUPTS. ORCAS. Killer Whales. Glistening black and white. Dozens and dozens of them, BREACH THE SURFACE. Shoot up into the air and SNAP THEIR JAWS onto the low-flying OMACs. Dragging the first wave down into the sea.

ON THE ROOFTOP

With THE JUSTICE LEAGUE... For the first time, the whole **JUSTICE LEAGUE**. Together and ready for anything.

SUPERMAN

Wait for it...

WALLY WEST

Boy. There's a lot of 'em...

SUPERMAN

We can handle it.

BATMAN

It'll be an evolution OMAC. The host.
Something bigger, badder than the
rest...

GREEN LANTERN

Something like that...?!

GREEN LANTERN's looking behind them. At THE FLASH. Or at least what used to be THE FLASH. Because he's in the late stages of transforming into --

OMAC ULTRA.

The deadliest OMAC. Twice the size of the others and...

RED...! Its STEEL ARMOR is bright, shining RED.

WALLY WEST

Uncle Barry...?

And **KASHODDOM!** A WALL of LASER ENERGY blows the whole team OFF THE ROOF!!

EXT. RIVER FRONT PARK -- DUSK

SUPERMAN hits the ground first, digging up cement in front of the RIVER WALL. He's back up quick enough to CATCH WALLY, tumbling in mid-air.

GREEN LANTERN snags AQUAMAN before he plows into the pavement. BATMAN, WONDER WOMAN and J'ONN pull up.

WALLY WEST

What happened?

WONDER WOMAN

Planet Krypton....!

GREEN LANTERN

The burgers....!

WALLY WEST

I told him that stuff was junk....!

OMAC ULTRA's almost on them. The GLOW from his EYE...

SUPERMAN

Beat back the swarm! I'll take this!
Go!!

AQUAMAN leaps the railing, dives into the RIVER. WALLY WEST speeds off on top of the water. The others hit the sky. Just as OMAC ULTRA blows a hole in the turf of Battery Park.

EXT. SKY, LOWER MANHATTAN -- DUSK

SUPERMAN bullets straight up to meet OMAC ULTRA. *KLANNGG!!*, Lands two fists, clean. Spins the machine out of control.

Its ENERGY BEAM, spits out wild. Takes out the whole 34th floor of the MetLife Building. Glass and debris.

SUPERMAN flies around behind it, clamps onto its back. OMAC ULTRA reaches behind and pulls SUPERMAN off. Lifts him overhead and rockets him straight down -- *KACHOOOOOM!!!*

Deep into a crater of concrete and asphalt.

EXT. WALL STREET, MANHATTAN -- DUSK

A single OMAC glides down the financial district. STOCK BROKERS run for their lives. NYPD OFFICERS unload revolvers, shotguns. The bullets pinging off metal.

A GUY IN A SUIT stumbles, looks back as... a TENDRIL shoots out of the hovering OMAC. Slips into his body. He begins to TRANSFORM. Infected. But before the machine can rise...

KABRANNGGG! A giant GREEN METAL SLEDGE HAMMER slams down on its shell. Cracking it wide open. The GUY inside scrambles back to his feet and runs. Looking back at...

GREEN LANTERN. He swings his RING'S projection again. Pulverizes the other OMAC. Its host drops to the street.

EXT. RIVER -- DUSK

WALLY WEST. Runs circles, throws up a VORTEX of water and wind. It sucks OMACS in, shoots them down to...

AQUAMAN. On the back of an ORCA. Directing his subjects. Giant OCTOPUSES sling their arms, drag the machines down and under.

EXT. SKY, LOWER MANHATTAN -- DUSK

SUPERMAN and OMAC ULTRA... Face to face over the city.

The Flash OMAC's RED EYE. It FIRES. Hits SUPERMAN straight in the face. Should incinerate him, melt the skin off his face. But this is SUPERMAN.

He claws his way upstream. Clamps a hand over THE EYE. Laser energy shooting out beneath his fingers. Digs in... and RIPS THE SINGLE EYE OUT of OMAC ULTRA's head.

The SCREAM of the machine as we can see into its guts. But just for a second. The SKIN of the robot morphs closed... and a NEW EYE takes the old one's place.

SSORRZZZK!! SUPERMAN's caught off guard. The ENERGY BEAM sends him pin-wheeling backwards and THROUGH the GLASS WALLS of a downtown CONDO. And right out the other side.

EXT. DOWNTOWN CHURCH -- DUSK

WONDER WOMAN. Balanced on a church STEEPLE. She takes incoming rounds from dozens of killer machines.

She deflects them with her BRACELETS, ricocheting the ENERGY BEAMS back into the OMACS. Blasting their heads clean off.

EXT. MANHATTAN PARK -- DUSK

J'ONN J'ONZZ. Surrounded on all sides. Ten OMACS. Ten sets of KILLER RAZOR BLADES. They charge. Flying at him with blinding speed, razors swinging.

With only inches to spare, J'ONN vanishes. The power of INVISIBILITY. Their BLADES tear into one another and they fall in a clatter of ripped metal.

EXT. CITY STREETS, LOWER MANHATTAN -- DUSK

SUPERMAN and OMAC ULTRA. Deep in battle, giving no quarter. MAN VERSUS MACHINE. An even match-up.

SUPERMAN rips a LAMP POST out of the ground. Swings for OMAC ULTRA. *EWUMMPHH!* Impact. And it just bends around the robot. No harm.

The OMAC grabs the post and whips SUPERMAN off the other end. Slams him a foot deep into the side of a building.

And it's on SUPERMAN with its RAZOR BLADE. It swings. Misses. Slices a deep groove in the bricks, like a hot knife through butter.

SUPERMAN grabs its arm and FORCES THE RAZOR back on the giant machine. The point of the blade aimed directly at its HEART. He's about to RAM IT HOME, when --

BATMAN

Kal! No!

BATMAN dives in front of the blade. Protecting the OMAC from destruction!

SUPERMAN

Bruce! What are you doing?

BATMAN

The Flash! He's inside! Still alive!

The OMAC ULTRA swings for BATMAN's head with its PINCER HAND. SUPERMAN grabs it, holds. The strain against the force of the machine. SUPERMAN scans with his X-RAY VISION. And we're--

INSIDE OMAC ULTRA

...With THE FLASH, hooked up to the machine. The network of circuits buried in his body.

BATMAN (V.O.)
It's feeding off his life energy...
That's why it's so much stronger than
the others...

FLASH's eyes are shut. The pulse of his still beating
heart loud. Driving the OMAC.

OUTSIDE

...With BATMAN and SUPERMAN.

SUPERMAN
Get out of the way!

BATMAN
You'll kill him!

SUPERMAN
Not Flash, just the OMAC. He'll
revert!

The OMAC ULTRA's still fighting. Clamps onto SUPERMAN'S
arm with its Pincer. A crushing squeeze.

BATMAN
If he does, the control will jump to
another machine. We'd never find it.
We'll lose the connection....

SUPERMAN'S losing his grip, when... J'ONN J'ONZZ lands.
Takes the Pincer Arm and drives it against the wall.
Holding. Helping. WONDER WOMAN's next. She lasso's the
OMAC's legs, holding it down.

BATMAN
J'onn...! Use your mind, see if you
can revive him...

As THE MARTIAN places his palm on the OMAC, we're...

INSIDE OMAC ULTRA

...FLASH still unconscious. Through the hum and the
heartbeat:

J'ONN J'ONZZ (V.O.)
Flash... Flash, wake up... You must
wake up...

Nothing. Then, cutting through the noise:

WALLY WEST (O.S.)
Uncle Barry!

And FLASH's eyes shoot open. Wide. Terrorized.

THE FLASH

Wally...?

OUTSIDE

...The OMAC's head swivels, like it's looking for something. Finds WALLY WEST, standing with the others. The VOICE that emanates is... MAXWELL LORD'S.

THE FLASH/ MAXWELL

Wally...? Is that you...?

WALLY WEST

Yes...! Yes...!

BATMAN

Flash, listen to me. You are the host. It's in you, directing the machines. See if you can control it, shut it off.

INSIDE...

...FLASH struggles, thrashes. Fights to stay awake.

THE FLASH

It's... I can feel it... something dark... It's so strong...

WONDER WOMAN (V.O.)

It's Max...!

SUPERMAN (V.O.)

Fight it, Flash.

OUTSIDE...

GREEN LANTERN and AQUAMAN join.

GREEN LANTERN

The swarm... they're re-grouping. We've only got seconds...

He throws up a WALL OF GREEN LIGHT. A safety barrier.

THE FLASH/MAXWELL

It's... it knows I'm awake. It's searching... searching... looking for another host... You have to kill it... Kill me!

BATMAN

No! No! Hold on to Max's mind, Flash! Don't let him go!

J'ONN J'ONZZ
You can do it...!

FLASH/MAXWELL
Please... Kill this thing...!

AQUAMAN
Here they come...!

OMACS. Moving towards them. By the hundreds...

THE FLASH/MAXWELL
I'm losing him... I'm losing him...

GREEN LANTERN
Strongest will, Flash! Strongest
will!

INSIDE...

...CLOSE ON FLASH'S FACE.

THE FLASH
...Bravest heart.

And he SMILES. He's got it.

THE FLASH
I know what to do...

Calm. Serene.

THE FLASH
I'll be back in half a sec...

And he VIBRATES. Faster than we've ever seen him.
Rattling the bolts of the OMAC. Building. Faster and
faster. Until he EXPLODES... out of the OMAC shell and
into a world where...

TIME STOPS. STANDS STILL. Literally. Like the Universe
hits the Pause Button. The raging battle FREEZES.

Flying OMACs in mid-air...

Superheroes in mid-attack...

Smoke, debris, explosions...

All just STOP.

WE'RE IN THE **SPEED FORCE**. And it's just like FLASH said.

Peaceful. Quiet. A sudden, crushing SILENCE.

He takes a moment to look around. At this hellish scene.

Then steps away. Slowly at first, then faster. And faster. Until he's---

EXT. BARRY AND IRIS ALLEN'S HOUSE -- NIGHT

-- On his little suburban street, kids are frozen on their sidewalk bikes... sprinkler water never hits the grass.

FLASH skids to a halt in front of his house. Steps in the front door...

INT. BARRY ALLEN'S LIVING ROOM -- NIGHT

IRIS ALLEN's on the couch. News Footage of the OMAC WAR freeze framed on the set. Her face is a mask of worry. THE FLASH... Barry Allen... her husband... sits gently next to her.

THE FLASH

Oh, baby... you look so worried...
don't be worried, okay? I don't want
you to worry.

He puts a hand to her still soft cheek. Still warm.

THE FLASH

I know you can't hear me... can't see
me... but I had to see you... to
say...

Can't bring himself to say it. Goodbye. He presses his LIPS to hers. Holds on.

THE FLASH

Here's the funny thing, you wanna know
what it is? Turns out I can save the
whole world. I can. And so that's
what I'm gonna do....

Tears in his eyes. They roll down his face. The only things moving in the entire Universe.

THE FLASH

... Because you're in it.

He TOUCHES HER HEART. And WE SEE HER EYES. And the single TEAR just pooling in each one... Like he's gotten through. Somehow, he's gotten through.

ON THE FRONT PORCH...

THE FLASH takes a last moment. Looks around at the evening falling on his little piece of the world. Frozen in time:

THE FLASH
My God. What a beautiful world.

And... In this moment between beats of the human heart...
FWOOOSH!! A warp in TIME/SPACE grabs hold of him and like an elastic band, snaps him back to...

EXT. CITY STREETS, LOWER MANHATTAN -- DUSK

TIME STARTS AGAIN. At full speed. The OMAC WAR... The sudden noise of the battle is deafening.

The JUSTICE LEAGUE fends off fire from the OMAC ARMY. All gathered around the OMAC ULTRA. The machine is WHOLE again. FLASH back inside. In MAX'S VOICE:

THE FLASH/MAXWELL
Hope this thing can move.
(then)
See you guys later...

OMAC ULTRA releases its grip on SUPERMAN, shakes off J'ONN J'ONZZ, slides out of WONDER WOMAN's lasso, and...

...TAKES OFF. Like a bat out of hell. Down the street, knocking OMACS aside like bowling pins. Right out over the river and into --

EXT. EVERYWHERE -- DUSK

-- A WORLD OF SPEED. The OMAC ULTRA, shining red, moving at impossible speeds across the terrain of the Earth. Over oceans... mountains... prairies... Faster and faster until...

THE FLASH ACTUALLY RUNS OUT OF THE MACHINE'S SHELL. Pulling a trail of shattered OMAC molecules behind him like a COMET'S TAIL.

Faster and faster... Around and around the whole world. Mountain ranges DISSOLVE in front of him. Cities COLLAPSE like they're made of colored water... Pooling into a gleaming liquid road...

THE FLASH
C'mon, Barry... faster...

...A road stretching straight into... FOREVER. He pushes and pushes. Looks over to see, at his side suddenly...

WALLY WEST

Whoa...!

THE FLASH

Go back, Wally!

WALLY WEST

You're going too fast!

THE FLASH

Not fast enough!

He looks back at the molecular OMAC trail behind him.
Stretching for thousands and thousands of miles...

WALLY WEST

Uncle Barry, what are you doing?!

The two fastest men on the planet, going faster than any
man has ever gone. Side by side. THE FLASH smiles at
his nephew. And says his last words:

THE FLASH

Tag. You're it...

And gives it everything he's got. Powering up. Leaving
Wally in his dust as he enters...

...The very LIMIT OF SPEED. The light from every STAR in
the Universe streaking along side him in a vast TUNNEL
stretching eons in front of him to a...

VANISHING POINT. A vanishing point he's sprinting for.
A pin-prick of light that grows... and grows... and
grows... Closer and closer... Rushing right for him...

THE SPEED BARRIER.

A COSMIC WALL OF LIGHT. Shimmering, undulating. Like
liquid GLASS. As large as the universe itself.

And FLASH doesn't hesitate... HE SLAMS INTO IT. Full
force. Full speed. And for a nano-second he slows.

But the molecules of the OMAC are right behind him. Re-
combining, re-forming into the massive OMAC ULTRA.

The machine hits him square in the back and... DRIVES
THEM BOTH THROUGH THE SPEED BARRIER. Pulverizing all the
light in the universe into a blast of shards that EXPLODE
in every direction, becoming...

STARS. Distant stars. All in place. All silent.

THE FLASH is gone.

Gone.

EXT. STREETS, LOWER MANHATTAN -- DUSK

In the streets of New York. One by one, the OMACS start to come apart.

J'ONN J'ONZZ

Look...!

Disintegrating. Their shells falling away. Turning to dust. The HUMAN HOSTS inside dropping to the ground. Bewildered.

AQUAMAN

What happened?

WALLY WEST streaks up to join the others. He's ashen.

WALLY WEST

He did it... He did it...

He almost falls into WONDER WOMAN's arms. Winded and helpless.

WALLY WEST

He went through... he broke through...

The others gather around.

WALLY WEST

The Speed Barrier...

WONDER WOMAN

Then he's...

WALLY WEST

Gone. He's gone...

A RIPPING SOUND. A tearing. A sundering. And from out of the darkening sky, from a fold in SPACE/TIME... something RED appears. Something familiar. Something we know immediately is...

THE FLASH's UNIFORM. Empty. It drifts down to them. Bourne on currents of still air.

BATMAN catches it in his arms. It drapes there like a dead body. Red against black. Stark and startling.

Wally West wants to cry.

WALLY WEST

No... no...

He drops to his knees. SUPERMAN kneels next to him.
Puts a hand on his shoulder.

SUPERMAN

Wally... Look at what he did... what
he saved...

Wally nods, holding it together. With pride:

WALLY WEST

The whole world.

CLOSE ON BATMAN. Holding the last remains of Barry
Allen... THE FLASH. PULL BACK and BACK from his
anguished face...

BATMAN

Just look. Look at what one man can
do...

And UP and UP as OMAC ROBOTS fall from the sky like rain.
All over the city... And a BELL TOLLS. Sad, mournful.
As we --

FADE OUT:

SUPERIMPOSE:

TODAY

INT. METROPOLIS CATHEDRAL -- DAY

Golden and colored stained glass light falls on a CASKET,
closed in front of the altar. Now we know who's being
laid to rest.

In the front pew, the entire **JUSTICE LEAGUE**. Each of them
dressed in mourning BLACK.

CLOSE ON: IRIS ALLEN. The widow. Trying to hold it
together. She leans for comfort into the strong shoulder
of... WALLY WEST. THE NEW FLASH.

EXT. CEMETARY -- NIGHT

BATMAN carries his tribute -- a SINGLE RED ROSE -- to
FLASH's graveside. He kneels. A long, heavy moment as
he comes to grips with what he did. From his heart:

BATMAN

Godspeed, Flash... Barry Allen...
Godspeed....

And he lets his flower drop.

EXT. STREET CORNER -- DAY

CLOSE ON a NEWSPAPER VENDING MACHINE. The headline:
WORLD PEACE RESUMES. Below a picture of the OMAC WAR,
the sub-head: **Hero Alliance Possible?**

A pedestrian drops a quarter and we PULL BACK to see --

Maxwell Lord's PLANET KRYPTON Restaurant. Boarded up.
A sign in the window: CLOSED.

J'ONN J'ONZZ (O.S.)
We're stronger together. We've proven
our trust... We've earned this.

INT. FORTRESS OF SOLITUDE, FARMHOUSE -- DAY

Everyone assembled. Making decisions. Big decisions.
About the future.

J'ONN J'ONZZ
My vote is yes.

GREEN LANTERN
I'm with J'onn. I'm in.

AQUAMAN
I'd be honored.

J'ONN J'ONZZ
Wally?

He's hesitant.

WALLY WEST
I don't know... this should be Uncle
Barry, not me.

WONDER WOMAN
We want you with us...
(beat)
Flash.

She's used the name. She's given it to Wally. A gift.

WALLY WEST
Okay. I'll try.

WONDER WOMAN takes his gratitude with a gracious smile.

WONDER WOMAN
Then, count me in, too.

She turns to SUPERMAN. He can barely meet her eyes.

SUPERMAN

That you'd even have me... after...
But my vote is, yes. Yes.

And now all eyes turn to... BATMAN. Standing apart from the others. Alone among these heroes. And there's a silence. His answer:

BATMAN

No.

And a little of the air goes out of the room.

BATMAN

No.

SUPERMAN

This isn't the time to go back in your cave. To work alone...

BATMAN

It's not that.

He looks at the others. Their strengths. Their powers. At his own damaged body.

BATMAN

I don't belong here. With you. All of you... You have power, you have...

He's laying himself bare.

BATMAN

I'm not The Batman... That's just a mask I wear.

He pulls back his MASK.

BATMAN

I'm Bruce Wayne. And I have one weakness. I'm human.

Revealing his human face. SUPERMAN says what they're all thinking:

SUPERMAN

No, Bruce. That's your strength. Our strength.

He looks him in the eye. He holds out his hand.

And BATMAN -- BRUCE WAYNE -- takes it. A firm shake. A firm commitment. To the future. WONDER WOMAN takes his hand, too. Then J'onn... And the others would too, except...

WALLY WEST

Holy... What *is* that? Supe, is this
a ComSat link you got here? 'Cause,
is that thing *real*?!

He's looking at SUPERMAN's old cabinet TV. It shows a
satellite feed, a COM-SAT hook-up monitoring OUTER SPACE.

And descending on Earth... a CREATURE. Freaky, alien.
And looking mad as hell. It's got 5 tentacle legs, a
vicious mouth of teeth. And it's huge.

AQUAMAN

It looks like a starfish...

WALLY WEST

Yeah, the size of Rhode Island. Looks
like Starro here's headed right for
us...!

They all look around the room at one another. Cautious
SMILES. Without a word, they gear up.

THE FLASH... starts to VIBRATE, revving his engine.

GREEN LANTERN... projects BATTLE ARMOR from his RING.

AQUAMAN... snaps his HARPOON HAND into place.

J'ONN J'ONZZ... pops METAL SPIKES out all over his body.

BATMAN... pulls his BAT MASK back on tight.

WONDER WOMAN... clamps her AMAZONIAN BRACELETS.

SUPERMAN... clenches his FISTS, fills up his CHEST.

SUPERMAN

Let's do it.

Together.

And we FADE OUT over the image of --

THE JUSTICE LEAGUE

-- Launching themselves through OUTER SPACE to battle
STARRO THE CONQUEROR. Tiny against its inter-galactic
mass. But they're strong. And determined. And we know,
with utter certainty that they'll keep us all...

SAFE.